

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION**

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-31-202 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

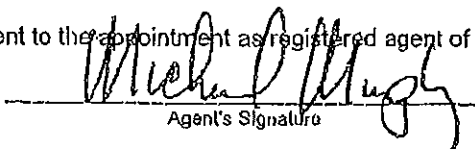
1. The name of the nonprofit corporation is Hampton Hall Club, Inc.
2. The initial registered office of the nonprofit corporation is 10 Pinckney Colony Road, Suite 103
Street Address
Bluffton, Beaufort, South Carolina 29910
City County State Zip Code

The name of the registered agent of the nonprofit corporation at that office is

Michael Murphy

Print Name

I hereby consent to the appointment as registered agent of the corporation.


Agent's Signature

3. Check "a", "b", or "c" whichever is applicable. Check only one box:
- a. The nonprofit corporation is a public benefit corporation.
- b. The nonprofit corporation is a religious corporation.
- c. The nonprofit corporation is a mutual benefit corporation.
4. Check "a" or "b", whichever is applicable:
- a. This corporation will have members.
- b. This corporation will not have members.
5. The address of the principal office of the nonprofit corporation is
10 Pinckney Colony Road, Suite 103, Bluffton, Beaufort, South Carolina 29910
Street Address City County State Zip Code
6. If this nonprofit corporation is either a public benefit or religious corporation (when box "a" or "b" of paragraph 3 is checked), complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.
- a. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated

Hampton Hall Club, Inc.

Name of Corporation

exclusively for such purposes.

- b. Upon dissolution of the corporation, consistent with the law, the remaining assets of the corporation shall be distributed to

7. If the corporation is a mutual benefit corporation (when box "c" of paragraph 3 is checked), complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

- a. Upon dissolution of the mutual benefit corporation, the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

- b. Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See 33-31-202(c) of the 1976 South Carolina Code of Laws, as amended, the applicable comments thereto, and the instructions to this form)

9. The name and address of each incorporator is as follows (only one is required)

Scott M. Federoff, 15 Clarks Summit Drive, Bluffton, SC 29910

Name	Address	Zip Code

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles:

Name (Only if named in articles) Signature of director

Name (Only if named in articles) Signature of director

Name (Only if named in articles) Signature of director

11. Each incorporator must sign the articles.

Signature of incorporator

Signature of incorporator

Signature of incorporator

Pursuant to Article 8, Sub-article A, Section 33-31-801(c) of the South Carolina Nonprofit Corporations Act which allows the articles to authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by a board, the Articles of the Hampton Hall Club, Inc. are hereby amended to provide that the Golf Board (as hereinafter defined) is vested permanently and exclusively with all powers regarding Golf Members (as defined in the Declaration of Covenants, Conditions And Restrictions Of the Hampton Hall Club [the "Declaration"] which has been or will be filed in the Office of the Register of Deeds for Beaufort County, South Carolina) and Golf Facilities (as defined in the Declaration), except for such powers specifically reserved to Golf Members (as defined in the Declaration) by the Declaration, the By-Laws of Hampton Hall Club, Inc. or by the South Carolina Nonprofit Corporations Act, as the same may be amended from time to time. "Golf Board" shall refer to, shall mean, and shall consist of all directors of Hampton Hall Club, Inc. from time to time who are Golf Members (as defined in the Declaration) as long as such number is an odd number. If such number is an even number, then the Golf Board shall consist of all existing directors who are Golf Members serving terms from previous elections, if any, and the directors who are Golf Members and who received the highest number of votes in the applicable election such that there will always be an odd number of members of the Golf Board. The Golf Board shall have exclusive jurisdiction and all powers [except for such powers specifically reserved to Golf Members (as defined in the Declaration) by the Declaration, the By-Laws of Hampton Hall Club, Inc. or by the South Carolina Nonprofit Corporations Act, as the same may be amended from time to time] of the Hampton Hall Club, Inc. to hear matters relating to Golf Members (as defined in the Declaration) and Golf Facilities (as defined in the Declaration) and, as provided in Article 8, Sub-article A, Section 33-31-801(c) of the South Carolina Nonprofit Corporations Act, the Full Board (as defined in the Declaration) is relieved from duties and responsibilities with respect to matters relating to Golf Members (as defined in the Declaration) and Golf Facilities (as defined in the Declaration).