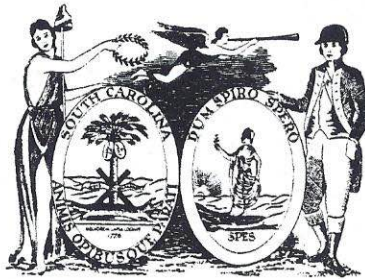


The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Incorporation, Nonprofit Corporation**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

VILLAGE ASSOCIATION, INC. THE,
a nonprofit corporation duly organized under the laws of the state of South Carolina on **December 31st, 1999**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose.

Now, therefore, I Jim Miles, Secretary of State, by virtue of the authority in me vested, by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great Seal of
the State of South Carolina this 7th day of
January, 2000.

A handwritten signature in cursive script, reading 'Jim Miles', is written over a horizontal line.

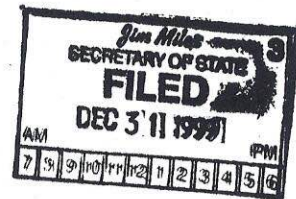
Jim Miles, Secretary of State

DEC 3 11 1999

Jim Miles
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

NONPROFIT CORPORATION
ARTICLES OF INCORPORATION



TYPE OR PRINT CLEARLY IN BLACK INK.

1. The name of the nonprofit corporation is The Village Association, Inc.
2. The initial registered office of the nonprofit corporation is 75 Beattie Place, Two Insignia Financial Plaza
Greenville, Greenville SC 29601
City County State Zip Code

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

CT Corporation System

Print Name

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

DALE W MORRIS
Agent's Signature

DALE W MORRIS

ASSISTANT VICE PRESIDENT

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
924 Stevens Creek Rd., Augusta, Richmond County, Georgia 30907
Street Address City County State Zip Code
6. If this nonprofit corporation is either a public benefit or religious corporation (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 exclusively for such purposes.
- b. ☐ Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to:
7. If the corporation is a mutual benefit corporation (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 law, shall be distributed to:

As set forth in the optional provisions attached hereto.

The Village Association, Inc.

Name of Corporation

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, the applicable comments thereto, and the instructions to this form):

SEE ATTACHED

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

Keystone Homes, Inc., 924 Stevens Creek Rd., Augusta, GA 30907
Name Address Zip Code

Name Address Zip Code

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:

(Only if named in articles) Otis L. Crowell

Signature of director

(Only if named in articles) O. Lamar Crowell, Jr.

Signature of director

(Only if named in articles) Mark L. Gilliam

Signature of director

11. Each incorporator must sign the articles.

Keystone Homes, Inc.
Signature of Incorporator

By: O. Lamar Crowell, Jr., As Its President
Signature of Incorporator

Signature of incorporator

FILING INSTRUCTIONS

- Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- If space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this using a computer disk which will allow for expansion of space on the form.
- This form must be accompanied by the filing fee of \$25.00 payable to the "Secretary of State."

Return to: Secretary of State
P.O. Box 11350
Columbia, SC 29211

NOTE

THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THAT NAME ON OR IN CONNECTION WITH ANY PRODUCT OR SERVICE. USE OF A NAME AS A TRADEMARK OR SERVICE MARK WILL REQUIRE FURTHER CLEARANCE AND REGISTRATION AND BE AFFECTED BY PRIOR USE OF THE MARK. FOR MORE INFORMATION, CONTACT THE TRADEMARKS DIVISION OF THE SECRETARY OF STATE'S OFFICE AT (803) 734-2511.

THE VILLAGE ASSOCIATION, INC.

ARTICLES OF INCORPORATION

OPTIONAL PROVISIONS

1. The Village Association, Inc. (hereinafter "the Association") does not contemplate pecuniary gain or profit to the members thereof. The purposes of the Association are: to promote the health, safety and welfare of the residents of that certain residential subdivision located in Aiken County, South Carolina, known as The Village at Riverview; to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in The Village at Riverview Declaration of Covenants, Conditions and Restrictions, hereinafter called "the Declaration", recorded in the Office of the Register of Mesne Conveyances of Aiken County, South Carolina in Miscellaneous Book 1001, pages 229-245, and any amendments thereto; and to have and exercise any and all powers, rights and privileges which a corporation organized under the South Carolina Nonprofit Corporation Act may now or hereafter have or exercise. In the event of any conflict between the Declaration and these Articles, the Declaration shall control.

2. The record title owners of all lots in the Village at Riverview, and only such owners, shall be members of the Association. Membership shall be appurtenant to the ownership of a lot. The voting rights of the membership shall be as set forth in the Declaration and the Bylaws of the Association. Resignation of a member from the Association does not relieve the member of the obligations imposed on record title owners of lots in the Village at Riverview by the Declaration, and the resigning member shall remain subject to the authority of the Association pursuant to the Declaration.

3. The duties and responsibilities of the Board of Directors shall be as set forth in the Declaration and in the Bylaws of the Association. The number and manner of election of the directors of the Association shall be as set forth in the Bylaws of the Association.

4. No director of the Association shall be personally liable to the Association or its members for monetary damages for breach of his duty of care or other duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for any activity or conduct the liability for which may not be eliminated or limited pursuant to the South Carolina Nonprofit Corporation Act or any other applicable law.

6. The Association may be dissolved with the written assent of not less than two-thirds (2/3) of its members. Upon dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This Article shall not apply to the corporation's dissolution incident to a merger or consolidation with any other nonprofit corporation organized for purposes which include the purposes set forth in Paragraph 1 of these Optional Provisions.