

cc. Shirley Skinner 8-4-87

CHARTER

OF

ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a non-profit corporation under the laws of the State of South Carolina and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the Association.

ARTICLE II - PURPOSE

The purpose for which the Association is organized is stated as follows:

1. This Association is organized for the purpose of providing a form of administration for certain common areas, primarily recreation areas such as swimming pools, tennis courts, playgrounds, clubs, etc., (hereinafter called the "Property"), provided for the use of those persons owning Villas located in that development known as Robbers Roost Villas (such persons being hereinafter referred to, individually or collectively, as "Co-owners," and such Villas being hereinafter referred to as "Villas").

2. As used herein, the term "ROBBERS ROOST VILLAS" shall mean any and all condominiums, residences, villas, and townhouses, as the case may be, within the development being established upon that certain tract of 11.17 acres of land in North Myrtle Beach, Horry County, South Carolina, by the Howard Nance Company and/or its nominee, as shown on a map prepared by Robert L. Bellamy & Associates, dated September 11, 1972, revised September 29, 1972.

ARTICLE III - POWERS

The powers of the Association shall include the following provisions:

1. The Association shall have all of the common law and

statutory powers of a non-profit corporation which are not in conflict with the laws of South Carolina or the terms of this Charter.

2. The Association shall have all such powers and duties reasonably necessary to operate the property belonging to it, now or hereafter, including, but not limited to, the following:

A. To make and collect assessments against members as co-owners to defray the costs, expenses and losses of the property.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To maintain, repair, replace, improve and operate the property.

D. To purchase insurance upon the property and insurance for the protection of the Association and the co-owners.

E. To reconstruct improvements after casualty.

F. To make and amend reasonable regulations respecting the use of the property; provided, however, that all such regulations and amendments thereto shall be approved by not less than 66-2/3% of the votes of the entire membership of the Association before such shall become effective.

G. To contract for the management of the property and to delegate to such contractor any or all powers and duties of the Association.

H. To employ personnel to perform the services required for proper operation of the property and to terminate such employment.

3. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members.

#### ARTICLE IV - MEMBERS

The qualifications of members, the manner of their admission and voting by members shall be as follows:

1. The co-owners of each of the Villas in the Robbers Roost Villas shall be a member of the Association, and no other persons or entities shall be entitled to membership. The Association shall have one (1) vote per membership.

2. Change of membership in the Association shall be established by the recording in the Office of the Clerk of Court for Horry County, South Carolina, of a Deed or other instrument establishing a change of record title to a Villa in the Robbers Roost Villas and the delivery to the Association of a certified copy of such instrument, the new co-owner designated by such instrument thereby becoming a member of the Association. The membership of the prior co-owner shall be thereby terminated.

3. The co-owner of each apartment shall be entitled to one (1) vote as a member of the Association for each apartment owned. Voting rights will be exercised in the manner provided by the By-Laws of the Association.

#### ARTICLE V - DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of Administrators determined by the By-Laws, but not less than three Administrators, and in the absence of such determination shall consist of three Administrators.

2. Administrators of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Administrators may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-Laws.

3. The first election of administrators shall not be held until after all of the Villas of Robbers Roost Villas have been sold by the Howard Nance Company (hereinafter called the "Developer"), or until after December 31, 1975, or until Developer elects to terminate its control of the Robbers Roost Villas, whichever shall first occur. The administrators herein named shall serve until the first election of administrators and any vacancies in their number occurring before the first election shall be filled by the remaining

administrators.

4. The names and addresses of the members of the first board of administrators who shall hold office until their successors are elected and have qualified, or until removed are as follows:

<u>Name</u>	<u>Addresses</u>
Howard T. Nance	420 Hawthorne Lane Charlotte, North Carolina
Glenda Stephens	1404 Edge Drive North Myrtle Beach, S. C.

#### ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the board of directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the board of administrators. The names and addresses of the officers who shall serve until their successors are designated by the board of administrators are as follows:

President	Howard T. Nance
Vice President and Secretary	Glenda Stephens
Treasurer	Howard T. Nance

#### ARTICLE VII - INDEMNIFICATION

Every administrator and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an administrator or officer of the Association, or any settlement thereof, whether or not he is an administrator or officer at the time such expenses are incurred, except in such cases wherein the administrator

or officer is adjudged guilty or willful misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of administrators approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such administrator or officer may be entitled.

ARTICLE VIII - BY-LAWS

The first By-Laws of the Association shall be adopted by the board of administrators, and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE IX - TERM

The term of the Association shall be perpetual.

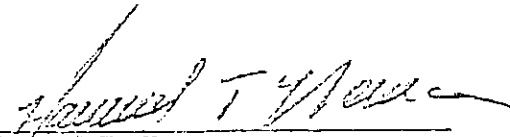
ARTICLE X - INCORPORATORS

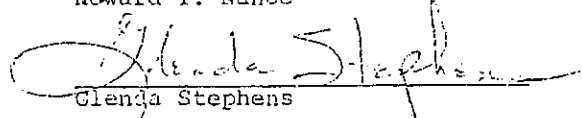
The undersigned petitioners, being two of the officers or agents of the ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC., declare that they were authorized and directed to apply for incorporation in the manner and for the purposes as stated hereinabove.

<u>Name</u>	<u>Addresses</u>
Howard T. Nance	Charlotte, North Carolina
Glenda Stephens	North Myrtle Beach, S. C.

WHEREFORE, your Petitioners pray that the Secretary of State do issue to the aforesaid Robbers Roost Villas Homeowners Association, Inc., a Charter with all rights, powers, privileges and immunities, and subject to all of the limitations and liabilities conferred by Chapters 12 and 13, Title 12, 1962 Code of Laws of South Carolina,

and acts amendatory thereto.

  
Howard T. Nance

  
Glenda Stephens

DATED: October 8, 1974

BY-LAWS

ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL PROVISIONS

SECTION 1. Identity. These are the By-Laws of the Robbers Roost Homeowners Association, Inc. (hereinafter called the "Association"), the Articles of Incorporation of which were filed with the South Carolina Secretary of State on October 10, 1974.

SECTION 2. Purpose. The Association has been organized for the purpose of owning and administering certain common areas, primarily recreation areas such as swimming pools, tennis courts, playgrounds, clubs, etc., (hereinafter called the "Property"), provided for the use of those persons owning Villas located in that development known as Robbers Roost Villas (such persons being hereinafter referred to, individually or collectively, as "co-owner," and such villas being hereinafter referred to as "villas").

ARTICLE II

VOTING, MAJORITY OF CO-OWNERS, QUORUM, PROXIES

SECTION 1. Voting. The owner or co-owner of each villa shall have one vote. If a villa is owned by one person, his right to vote shall be established by the record title to his villa. If a villa is owned by more than one person, the person entitled to cast the vote for the villa shall be one of the record owners designated by a certificate of appointment signed by all of the record owners of the villa and filed with the Secretary of the Association. If a villa is owned by a corporation, the person entitled to cast the vote for the villa shall be designated by a certificate of appointment signed by the president or vice president and attested by the secretary or assistant secretary of the corporation and filed with the secretary of the Association. Such certificates of appointment shall be valid

until revoked or until superseded by a subsequent certificate or until a change in the ownership of the villa concerned. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

SECTION 2. Majority of Co-owners. As used in these By-Laws, the term "majority of co-owners" shall mean those co-owners owning a numerical majority of the villas.

SECTION 3. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of co-owners as defined in Section 2 of this Article shall constitute a quorum.

SECTION 4. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the secretary before the appointed time of each meeting.

### ARTICLE III

#### ADMINISTRATION

SECTION 1. Council Responsibilities. The co-owners of the villas will constitute the members of the Association (hereinafter usually referred to as "Association") which will have the responsibility of administering the property, approving the annual budget, establishing and collecting periodic assessments, and arranging for the management of the property pursuant to an agreement, containing provisions relating to the duties, obligations, removal and compensation of the management agent. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a majority of co-owners.

SECTION 2. Place of Meetings. Meetings of the Association shall be held at such place, convenient to the co-owners, as may be designated by the Association.

SECTION 3. Annual Meetings. The annual meetings of the Association shall be held at the call of the Association President once a year



on the second Saturday in February. At such meetings, there shall be elected by ballot of the co-owners a Board of Administration in accordance with the requirements of Section 5 of Article IV of these By-Laws. The co-owners may also transact such other business of the Association as may properly come before them.

SECTION 4. Special Meetings. It shall be the duty of the secretary to call a special meeting of the co-owners as directed by resolution of the Board of Administration or upon a petition signed by a majority of co-owners and having been presented to the secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice by consent of four-fifths of the votes present, either in person or by proxy.

SECTION 5. Notice of Meetings. It shall be the duty of the secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each co-owner of record, at least ten but not more than thirty days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered notice served.

SECTION 6. Adjourned Meeting. If any meeting of the Association cannot be organized because a quorum has not attended, the co-owners who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

SECTION 7. Order of Business. The order of business at all annual meetings of the Association shall be as follows:

- A. Roll Call.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading and disposal of any unapproved minutes.
- D. Reports of officers.
- E. Report of committees.
- F. Election of inspectors of election.
- G. Election of administrators.

H. Unfinished business.

I. New business.

The order of business at all special meetings of the Association shall include items (A) through (D) above, and thereafter, the agenda shall consist of the items specified in the notice of meeting.

SECTION 3. Limitation. Until the Howard Nance Company (hereinafter referred to as the "Developer") has completed and sold all of the villas in the Robbers Roost Villas, or until December 31, 1975, or until the developer elects to terminate its control of the Robbers Roost Villa, whichever shall first occur, the proceedings of all meetings of the Association shall have no effect unless approved by the Board of Administration.

#### ARTICLE IV

##### BOARD OF ADMINISTRATION

SECTION 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administration (hereinafter referred to as the "Board"). Until the first election of administrators, the Board shall consist of two (2) members appointed by the Developer, who need not be owners of villas in the property, and thereafter shall be comprised of five persons, all of whom must be owners of villas in the property.

SECTION 2. General Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these By-Laws directed to be executed and done by the Association or individual co-owners.

SECTION 3. Other Duties. In addition to duties imposed by these By-Laws, or by resolutions of the Association, the Board shall be responsible for the following:

A. Compliance with all of the terms and conditions of the deed of the property and enforcement of same.

B. Care, upkeep and surveillance of the property and the common elements.

C. Employment, dismissal and control of the personnel necessary for the maintenance and operation of the common elements.

E. Performing repairs caused by any natural disaster or man-made damage from the escrow account and any special assessment.

SECTION 4. Management Agent. The Board may employ a Management Agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 3 of this Article.

SECTION 5. Election and Term of Office. The first election of administrators shall be held at the first Annual Meeting of the Council following the first to occur of the following: the completion and sale by the developer of all villas in the Robbers Roost Villas; December 31, 1975; or the election of the developer to terminate its control of the villas. At the first election of administrators, the initial term of office of two members of the Board shall be fixed at three (3) years. The term of office of two members of the Board shall be fixed at two (2) years, and the term of office of one member of the Board shall be fixed at one (1) year. At the expiration of the initial term of office of each member of the Board, his successor shall be elected to serve a term of three (3) years. The members of the Board shall hold office until their successors have been elected and hold their first meeting.

SECTION 6. Vacancies. Vacancies in the Board of Administration caused by reason other than the removal of a member of the Board by a vote of the Association shall be filled by vote of the majority of the remaining members, even though they may constitute less than a quorum; and each person so elected shall be a member of the Board until a successor is elected at the next meeting of the Association.

SECTION 7. Removal of Members of the Board. At any regular or special meeting of the Association duly called, any one or more of the members of the Board may be removed with or without cause by

a majority of co-owners and a successor may then and there be elected to fill the vacancy thus created. Any member of the Board whose removal has been proposed to the Association shall be given an opportunity to be heard at the meeting.

SECTION 8. Organization Meeting. The first meeting of a newly elected Board shall be held within ten (10) days of election at such place as shall be fixed by the Board at the meeting at which such Board members were elected by the Association, and no notice shall be necessary to the newly elected Board members in order legally to constitute such meeting, providing a majority of the Board shall be present.

SECTION 9. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Board, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board shall be given by the Secretary-Treasurer, or other designated person, to each Board member, personally or by mail, telephone, or telegraph, at least ten (10) days prior to the day named for such meeting.

SECTION 10. Special Meetings. Special meetings of the Board may be called by the president on three (3) days notice to each Board member, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary-Treasurer in like manner and on like notice on the written request of at least two Board members.

SECTION 11. Waiver of Notice. Before or at any meeting of the Board, any Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board at any meeting of the Board shall be a waive of notice by him of the time, place and purpose thereof. If all the members are present at any meeting of the Board, no

notice shall be required and any business may be transacted at such meeting.

SECTION 12. Board Quorum. At all meetings of the Board, a majority of the Board members shall constitute a quorum for the transaction of business, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the acts of the Board. If, at any meeting of the Board, there is less than a quorum present, the majority of the Board members present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

SECTION 13. Presence in Meeting by Approval of Minutes.

The joinder of an Administrator in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

SECTION 14. Fidelity Bonds. The Board may require that any and all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

SECTION 15. Administrator's Fees. Administrator's fees, if any, shall be determined by the co-owners.

#### ARTICLE V

#### OFFICERS

SECTION 1. Designation. The principal office of the Association shall be a President, a Vice President, and a Secretary-Treasurer all of whom shall be elected by and from the Board. The Board may appoint an assistant treasurer, and an assistant secretary and other

such officers as in their judgment may be necessary

SECTION 2. Election of Officers. The officers of the Association shall be elected annually by the Board at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

SECTION 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

SECTION 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board. He shall have all of the general powers and duties which are usually vested in the office of President of an Association, including, but not limited to, the power to appoint committees from among the co-owners from time to time as he may in his discretion decide are appropriate to assist in the conduct of the affairs of the Association.

SECTION 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board.

SECTION 6. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board may direct; and he shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books

belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board. He shall, in general, perform all the duties incident to the offices of Secretary and Treasurer.

#### ARTICLE VI

##### OBLIGATIONS OF THE CO-OWNERS

SECTION 1. Assessments. All co-owners are obligated to pay periodic assessments imposed by the Association to meet all Association expenses. The assessments shall be made as a stated amount for each Villa.

SECTION 2. Application, Rules and Regulations. All Co-owners, tenants or their employees or guests, or any other person who might use the Property in any manner, shall be subject to these By-Laws and to any rules and regulations promulgated by the Association to govern the use and enjoyment of the Property. The mere acquisition, rental or occupancy of any Villa will signify that these By-Laws, and any other rule or regulation applicable to the Property are accepted and ratified, and will be complied with.

#### ARTICLE VII

##### INDEMNIFICATION

Every administrator and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an administrator or officer of the Association, or any settlement thereof, whether or not he is an administrator or officer at the time such expenses are incurred, except in such cases wherein the administrator or officer is adjudged guilty or willful misfeasance in the performance of his duties; provided that in the event of a settle-

ment, the indemnification herein shall apply only when the Board of Administrators approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such administrator or officer may be entitled.

ARTICLE VIII

ADMEMDMENTS

SECTION 1. Amendments. These By-Laws may be amended by the Association in a duly constituted meeting held for such purpose, but no amendment shall take effect unless approved by co-owners representing at least two-thirds by number of the Villas.

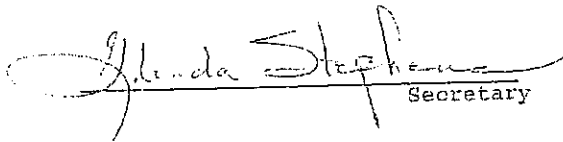
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I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Robbers Roost Villas Homeowners Association, Inc., a South Carolina Non-profit corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 18th day of October 1974.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 18th day of October 1974.

  
Secretary



CERTIFICATE OF AMENDMENT

TO THE BY-LAWS OF ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

We, Edwin Little and Calvin S. Soliday, president and secretary respectively of Robbers Roost Villas Homeowners Association, Inc., hereby certify that on May 29, 1976 and October 22, 1977, respectively, at the meeting on said dates, of the members of Robbers Roost Villas Homeowners Association, Inc., called for the purpose of adopting the following amendments to the By-Laws of Robbers Roost Villas Homeowners Association, Inc.; not less than two-thirds of the entire membership, both in number and in percentage of ownership, adopted the following resolution:

BE IT RESOLVED that Article III, Section 3 and Article IV, Section 1 of the By-Laws of Robbers Roost Villas Homeowners Association, Inc., are hereby amended to read as follows:

Article III, Section 3. Annual Meetings. The annual meetings of the Association shall be held at the call of the Association President once a year on the Saturday immediately preceding the Veterans Day Holiday. At such meetings, there shall be elected by ballot of the co-owners a Board of Administration in accordance with the requirements of Section 5 of Article IV of these by-laws. The co-owners may also transact such other business of the Association as may properly come before them.

Article IV, Section 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administration (hereinafter referred to as the "Board"). The Board shall be comprised of the President, Vice-President and Secretary-Treasurer of Phase I, and the President and Vice-President of Phase II.

Edwin Little  
Edwin Little, President  
Calvin S. Soliday  
Calvin S. Soliday, Secretary

STATE OF SOUTH CAROLINA, )  
  )  
COUNTY OF Horry.                  )

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc., before me this 12<sup>th</sup> day of May, 1978.

Carol T. Bullard  
Notary Public of South Carolina  
My Commission expires: 11-19-79

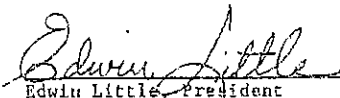
CERTIFICATE OF AMENDMENT

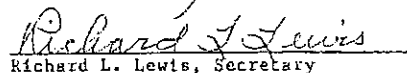
TO THE BY-LAWS OF ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

We, Edwin Little and Richard L. Lewis, President and Secretary respectively of Robbers Roost Villas Homeowners Association, Inc. , hereby certify that on October 21, 1978, at the meeting of said date, of the members of Robbers Roost Villas Homeowners Association, Inc. , called for the purpose of adopting the following amendment to the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , not less than two-thirds of the entire membership, both in number and percentage of ownership, adopted the following resolution:

BE IT RESOLVED that Article IV, Section 1 of the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , is hereby amended to read as follows:

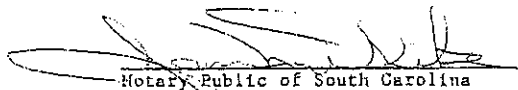
Article IV, Section 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administrators (hereinafter referred to as "Board".) The Board shall be comprised of the President, Vice-President and Secretary-Treasurer of Phase I, the President and Vice-President of Phase II, and the President of Phase III.

  
Edwin Little, President

  
Richard L. Lewis, Secretary

STATE OF SOUTH CAROLINA )  
  )  
COUNTY OF HORRY                    )

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc. , before me this 21 day of October, 1978.

  
Notary Public of South Carolina

My Commission expires June 18 - 1981

CERTIFICATE OF AMENDMENT

TO THE BY-LAWS OF ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

We, Richard L. Lewis and Elizabeth M. Eaton, President and Secretary respectively of Robbers Roost Villas Homeowners Association, Inc., hereby certify that on November 5, 1983, at the meeting of said date, of the members of Robbers Roost Villas Homeowners Association, Inc., called for the purpose of adopting the following amendment to the By-Laws of Robbers Roost Villas Homeowners Association, Inc., not less than two-thirds of the entire membership, both in number and percentage of ownership, adopted the following resolution:

BE IT RESOLVED that Article IV, Section 1 of the By-Laws of Robbers Roost Villas Homeowners Association, Inc., is hereby amended to read as follows:

ARTICLE IV, Section 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administrators (hereinafter referred to as "Board"). The Board shall be comprised of the President, Vice-President and Secretary-Treasurer of Phase I, the President and Vice-President of Phase II, the President of Phase III, and the President of Phase IV.

Richard L. Lewis  
Richard L. Lewis, President

Elizabeth M. Eaton  
Elizabeth M. Eaton, Secretary

STATE OF SOUTH CAROLINA ]  
  ] ]  
COUNTY OF HORRY                 ]

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc. before me this 31<sup>ST</sup> day of May, 1986.

William E. McDaniel  
Notary Public of South Carolina

My commission expires 5-14-97

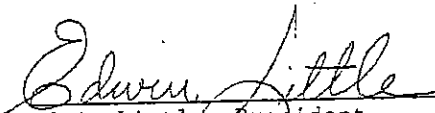
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We, Edwin Little and Richard L. Lewis, President and Secretary respectively of Robbers Roost Villas Homeowners Association, Inc. , hereby certify that on October 21, 1978, at the meeting of said date, of the members of Robbers Roost Villas Homeowners Association, Inc. , called for the purpose of adopting the following amendment to the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , not less than two-thirds of the entire membership, both in number and percentage of ownership, adopted the following resolution:

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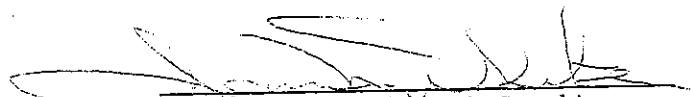
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Edwin Little, President

  
Richard L. Lewis, Secretary

STATE OF SOUTH CAROLINA )  
  )  
COUNTY OF HORRY                 )

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc. , before me this 21 day of October, 1979.

  
Notary Public of South Carolina

My Commission expires June 18, 1981

1. The co-owners of each of the Villas in the Robbers Roost Villas shall be a member of the Association, and no other persons or entities shall be entitled to membership. The Association shall have one (1) vote per membership.

2. Change of membership in the Association shall be established by the recording in the Office of the Clerk of Court for Horry County, South Carolina, of a Deed or other instrument establishing a change of record title to a Villa in the Robbers Roost Villas and the delivery to the Association of a certified copy of such instrument, the new co-owner designated by such instrument thereby becoming a member of the Association. The membership of the prior co-owner shall be thereby terminated.

3. The co-owner of each apartment shall be entitled to one (1) vote as a member of the Association for each apartment owned. Voting rights will be exercised in the manner provided by the By-Laws of the Association.

#### ARTICLE V - DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of Administrators determined by the By-Laws, but not less than three Administrators, and in the absence of such determination shall consist of three Administrators.

2. Administrators of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Administrators may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-Laws.

3. The first election of administrators shall not be held until after all of the Villas of Robbers Roost Villas have been sold by the Howard Nance Company (hereinafter called the "Developer"), or until after December 31, 1975, or until Developer elects to terminate its control of the Robbers Roost Villas, whichever shall first occur. The administrators herein named shall serve until the first election of administrators and any vacancies in their number occurring before the first election shall be filled by the remaining

administrators.

4. The names and addresses of the members of the first board of administrators who shall hold office until their successors are elected and have qualified, or until removed are as follows:

<u>Name</u>	<u>Addresses</u>
Howard T. Nance	420 Hawthorne Lane Charlotte, North Carolina
Glenda Stephens	1404 Edge Drive North Myrtle Beach, S. C.

#### ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the board of directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the board of administrators. The names and addresses of the officers who shall serve until their successors are designated by the board of administrators are as follows:

President	Howard T. Nance
Vice President and Secretary	Glenda Stephens
Treasurer	Howard T. Nance

#### ARTICLE VII - INDEMNIFICATION

Every administrator and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an administrator or officer of the Association, or any settlement thereof, whether or not he is an administrator or officer at the time such expenses are incurred, except in such cases wherein the administrator

or officer is adjudged guilty or willful misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of administrators approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such administrator or officer may be entitled.

ARTICLE VIII - BY-LAWS

The first By-Laws of the Association shall be adopted by the board of administrators, and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE IX - TERM

The term of the Association shall be perpetual.

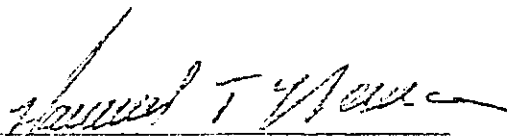
ARTICLE X - INCORPORATORS

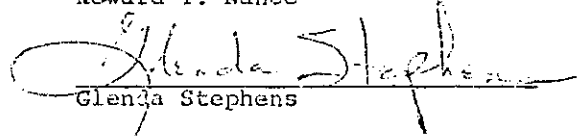
The undersigned petitioners, being two of the officers or agents of the ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC., declare that they were authorized and directed to apply for incorporation in the manner and for the purposes as stated hereinabove.

<u>Name</u>	<u>Addresses</u>
Howard T. Nance	Charlotte, North Carolina
Glenda Stephens	North Myrtle Beach, S. C.

WHEREFORE, your Petitioners pray that the Secretary of State do issue to the aforesaid Robbers Roost Villas Homeowners Association, Inc., a Charter with all rights, powers, privileges and immunities, and subject to all of the limitations and liabilities conferred by Chapters 12 and 13, Title 12, 1962 Code of Laws of South Carolina,

and acts amendatory thereto.

  
Howard T. Nance

  
Glenda Stephens

DATED: October 8, 1974



BY-LAWS

ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL PROVISIONS

SECTION 1. Identity. These are the By-Laws of the Robbers Roost Homeowners Association, Inc. (hereinafter called the "Association"), the Articles of Incorporation of which were filed with the South Carolina Secretary of State on October 10, 1974.

SECTION 2. Purpose. The Association has been organized for the purpose of owning and administering certain common areas, primarily recreation areas such as swimming pools, tennis courts, playgrounds, clubs, etc., (hereinafter called the "Property"), provided for the use of those persons owning Villas located in that development known as Robbers Roost Villas (such persons being hereinafter referred to, individually or collectively, as "co-owner," and such villas being hereinafter referred to as "villas").

ARTICLE II

VOTING, MAJORITY OF CO-OWNERS, QUORUM, PROXIES

SECTION 1. Voting. The owner or co-owner of each villa shall have one vote. If a villa is owned by one person, his right to vote shall be established by the record title to his villa. If a villa is owned by more than one person, the person entitled to cast the vote for the villa shall be one of the record owners designated by a certificate of appointment signed by all of the record owners of the villa and filed with the Secretary of the Association. If a villa is owned by a corporation, the person entitled to cast the vote for the villa shall be designated by a certificate of appointment signed by the president or vice president and attested by the secretary or assistant secretary of the corporation and filed with the secretary of the Association. Such certificates of appointment shall be valid

until revoked or until superseded by a subsequent certificate or until a change in the ownership of the villa concerned. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

SECTION 2. Majority of Co-owners. As used in these By-Laws, the term "majority of co-owners" shall mean those co-owners owning a numerical majority of the villas.

SECTION 3. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of co-owners as defined in Section 2 of this Article shall constitute a quorum.

SECTION 4. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the secretary before the appointed time of each meeting.

### ARTICLE III

#### ADMINISTRATION

SECTION 1. Council Responsibilities. The co-owners of the villas will constitute the members of the Association (hereinafter usually referred to as "Association") which will have the responsibility of administering the property, approving the annual budget, establishing and collecting periodic assessments, and arranging for the management of the property pursuant to an agreement, containing provisions relating to the duties, obligations, removal and compensation of the management agent. Except as otherwise provided, decisions and resolutions of the Association shall require approval by a majority of co-owners.

SECTION 2. Place of Meetings. Meetings of the Association shall be held at such place, convenient to the co-owners, as may be designated by the Association.

SECTION 3. Annual Meetings. The annual meetings of the Association shall be held at the call of the Association President once a year

on the second Saturday in February. At such meetings, there shall be elected by ballot of the co-owners a Board of Administration in accordance with the requirements of Section 5 of Article IV of these By-Laws. The co-owners may also transact such other business of the Association as may properly come before them.

SECTION 4. Special Meetings. It shall be the duty of the secretary to call a special meeting of the co-owners as directed by resolution of the Board of Administration or upon a petition signed by a majority of co-owners and having been presented to the secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice by consent of four-fifths of the votes present, either in person or by proxy.

SECTION 5. Notice of Meetings. It shall be the duty of the secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each co-owner of record, at least ten but not more than thirty days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered notice served.

SECTION 6. Adjourned Meeting. If any meeting of the Association cannot be organized because a quorum has not attended, the co-owners who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

SECTION 7. Order of Business. The order of business at all annual meetings of the Association shall be as follows:

- A. Roll Call.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading and disposal of any unapproved minutes.
- D. Reports of officers.
- E. Report of committees.
- F. Election of inspectors of election.
- G. Election of administrators.

H. Unfinished business.

I. New business.

The order of business at all special meetings of the Association shall include items (A) through (D) above, and thereafter, the agenda shall consist of the items specified in the notice of meeting.

SECTION 8. Limitation. Until the Howard Nance Company (hereinafter referred to as the "Developer") has completed and sold all of the villas in the Robbers Roost Villas, or until December 31, 1975, or until the developer elects to terminate its control of the Robbers Roost Villa, whichever shall first occur, the proceedings of all meetings of the Association shall have no effect unless approved by the Board of Administration.

#### ARTICLE IV

##### BOARD OF ADMINISTRATION

SECTION 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administration (hereinafter referred to as the "Board"). Until the first election of administrators, the Board shall consist of two (2) members appointed by the Developer, who need not be owners of villas in the property, and thereafter shall be comprised of five persons, all of whom must be owners of villas in the property.

SECTION 2. General Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these By-Laws directed to be executed and done by the Association or individual co-owners.

SECTION 3. Other Duties. In addition to duties imposed by these By-Laws, or by resolutions of the Association, the Board shall be responsible for the following:

A. Compliance with all of the terms and conditions of the deed of the property and enforcement of same.

B. Care, upkeep and surveillance of the property and the common elements.

C. Employment, dismissal and control of the personnel necessary for the maintenance and operation of the common elements.

E. Performing repairs caused by any natural disaster or man-made damage from the escrow account and any special assessment.

SECTION 4. Management Agent. The Board may employ a Management Agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 3 of this Article.

SECTION 5. Election and Term of Office. The first election of administrators shall be held at the first Annual Meeting of the Council following the first to occur of the following: the completion and sale by the developer of all villas in the Robbers Roost Villas; December 31, 1975; or the election of the developer to terminate its control of the villas. At the first election of administrators, the initial term of office of two members of the Board shall be fixed at three (3) years. The term of office of two members of the Board shall be fixed at two (2) years, and the term of office of one member of the Board shall be fixed at one (1) year. At the expiration of the initial term of office of each member of the Board, his successor shall be elected to serve a term of three (3) years. The members of the Board shall hold office until their successors have been elected and hold their first meeting.

SECTION 6. Vacancies. Vacancies in the Board of Administration caused by reason other than the removal of a member of the Board by a vote of the Association shall be filled by vote of the majority of the remaining members, even though they may constitute less than a quorum; and each person so elected shall be a member of the Board until a successor is elected at the next meeting of the Association.

SECTION 7. Removal of Members of the Board. At any regular or special meeting of the Association duly called, any one or more of the members of the Board may be removed with or without cause by

a majority of co-owners and a successor may then and there be elected to fill the vacancy thus created. Any member of the Board whose removal has been proposed to the Association shall be given an opportunity to be heard at the meeting.

SECTION 8. Organization Meeting. The first meeting of a newly elected Board shall be held within ten (10) days of election at such place as shall be fixed by the Board at the meeting at which such Board members were elected by the Association, and no notice shall be necessary to the newly elected Board members in order legally to constitute such meeting, providing a majority of the Board shall be present.

SECTION 9. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Board, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board shall be given by the Secretary-Treasurer, or other designated person, to each Board member, personally or by mail, telephone, or telegraph, at least ten (10) days prior to the day named for such meeting.

SECTION 10. Special Meetings. Special meetings of the Board may be called by the president on three (3) days notice to each Board member, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary-Treasurer in like manner and on like notice on the written request of at least two Board members.

SECTION 11. Waiver of Notice. Before or at any meeting of the Board, any Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board at any meeting of the Board shall be a waive of notice by him of the time, place and purpose thereof. If all the members are present at any meeting of the Board, no

notice shall be required and any business may be transacted at such meeting.

SECTION 12. Board Quorum. At all meetings of the Board, a majority of the Board members shall constitute a quorum for the transaction of business, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the acts of the Board. If, at any meeting of the Board, there is less than a quorum present, the majority of the Board members present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

SECTION 13. Presence in Meeting by Approval of Minutes.

The joinder of an Administrator in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

SECTION 14. Fidelity Bonds. The Board may require that any and all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

SECTION 15. Administrator's Fees. Administrator's fees, if any, shall be determined by the co-owners.

#### ARTICLE V

#### OFFICERS

SECTION 1. Designation. The principal office of the Association shall be a President, a Vice President, and a Secretary-Treasurer all of whom shall be elected by and from the Board. The Board may appoint an assistant treasurer, and an assistant secretary and other

such officers as in their judgment may be necessary

SECTION 2. Election of Officers. The officers of the Association shall be elected annually by the Board at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

SECTION 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

SECTION 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board. He shall have all of the general powers and duties which are usually vested in the office of President of an Association, including, but not limited to, the power to appoint committees from among the co-owners from time to time as he may in his discretion decide are appropriate to assist in the conduct of the affairs of the Association.

SECTION 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board.

SECTION 6. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board may direct; and he shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books



belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board. He shall, in general, perform all the duties incident to the officers of Secretary and Treasurer.

#### ARTICLE VI

##### OBLIGATIONS OF THE CO-OWNERS

SECTION 1. Assessments. All co-owners are obligated to pay periodic assessments imposed by the Association to meet all Association expenses. The assessments shall be made as a stated amount for each Villa.

SECTION 2. Application, Rules and Regulations. All Co-owners, tenants or their employees or guests, or any other person who might use the Property in any manner, shall be subject to these By-Laws and to any rules and regulations promulgated by the Association to govern the use and enjoyment of the Property. The mere acquisition, rental or occupancy of any Villa will signify that these By-Laws, and any other rule or regulation applicable to the Property are accepted and ratified, and will be complied with.

#### ARTICLE VII

##### INDEMNIFICATION

Every administrator and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an administrator or officer of the Association, or any settlement thereof, whether or not he is an administrator or officer at the time such expenses are incurred, except in such cases wherein the administrator or officer is adjudged guilty or willful misfeasance in the performance of his duties; provided that in the event of a settle-

ment, the indemnification herein shall apply only when the Board of Administrators approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such administrator or officer may be entitled.

ARTICLE VIII

ADMENDMENTS

SECTION 1. Amendments. These By-Laws may be amended by the Association in a duly constituted meeting held for such purpose, but no amendment shall take effect unless approved by co-owners representing at least two-thirds by number of the Villas.

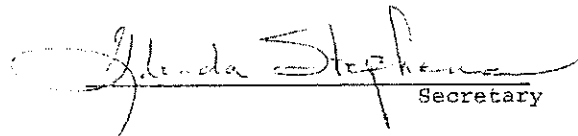
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I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Robbers Roost Villas Homeowners Association, Inc., a South Carolina Non-profit corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 18th day of October 1974.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 18th day of October, 1974.

  
Secretary



CERTIFICATE OF AMENDMENT


TO THE BY-LAWS OF ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

We, Edwin Little and Richard L. Lewis, President and Secretary respectively of Robbers Roost Villas Homeowners Association, Inc. , hereby certify that on October 21, 1978, at the meeting of said date, of the members of Robbers Roost Villas Homeowners Association, Inc. , called for the purpose of adopting the following amendment to the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , not less than two-thirds of the entire membership, both in number and percentage of ownership, adopted the following resolution:

BE IT RESOLVED that Article IV, Section I of the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , is hereby amended to read as follows:

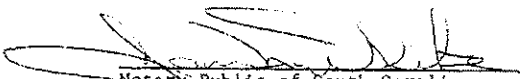
Article IV, Section 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administrators (hereinafter referred to as "Board".) The Board shall be comprised of the President, Vice-President and Secretary-Treasurer of Phase I, the President and Vice-President of Phase II, and the President of Phase III.

  
Edwin Little, President

  
Richard L. Lewis, Secretary

STATE OF SOUTH CAROLINA )  
  )  
COUNTY OF HORRY            )

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc. , before me this 21 day of October, 1979.

  
Notary Public of South Carolina

My Commission expires June 18, 1981

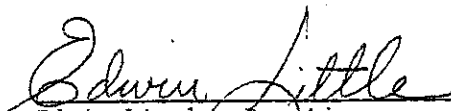
CERTIFICATE OF AMENDMENT

TO THE BY-LAWS OF ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

We, Edwin Little and Richard L. Lewis, President and Secretary respectively of Robbers Roost Villas Homeowners Association, Inc. , hereby certify that on October 21, 1978, at the meeting of said date, of the members of Robbers Roost Villas Homeowners Association, Inc. , called for the purpose of adopting the following amendment to the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , not less than two-thirds of the entire membership, both in number and percentage of ownership, adopted the following resolution:

BE IT RESOLVED that Article IV, Section 1 of the By-Laws of Robbers Roost Villas Homeowners Association, Inc. , is hereby amended to read as follows:


Article IV, Section 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administrators (hereinafter referred to as "Board".) The Board shall be comprised of the President, Vice-President and Secretary-Treasurer of Phase I, the President and Vice-President of Phase II, and the President of Phase III.

  
Edwin Little, President

  
Richard L. Lewis, Secretary

STATE OF SOUTH CAROLINA )  
  )  
COUNTY OF HORRY                  )

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc. , before me this 21 day of October, 1979.

  
Notary Public of South Carolina

My Commission expires June 18 - 1981.

CERTIFICATE OF AMENDMENT

TO THE BY-LAWS OF ROBBERS ROOST VILLAS HOMEOWNERS ASSOCIATION, INC.

We, Richard L. Lewis and Elizabeth M. Eaton, President and Secretary respectively of Robbers Roost Villas Homeowners Association, Inc., hereby certify that on November 5, 1983, at the meeting of said date, of the members of Robbers Roost Villas Homeowners Association, Inc., called for the purpose of adopting the following amendment to the By-Laws of Robbers Roost Villas Homeowners Association, Inc., not less than two-thirds of the entire membership, both in number and percentage of ownership, adopted the following resolution:

BE IT RESOLVED that Article IV, Section 1 of the By-Laws of Robbers Roost Villas Homeowners Association, Inc., is hereby amended to read as follows:

ARTICLE IV, Section 1. Number and Qualification. The affairs of the Council shall be governed by a Board of Administrators (hereinafter referred to as "Board"). The Board shall be comprised of the President, Vice-President and Secretary-Treasurer of Phase I, the President and Vice-President of Phase II, the President of Phase III, and the President of Phase IV.

Richard L. Lewis  
Richard L. Lewis, President

Elizabeth M. Eaton  
Elizabeth M. Eaton, Secretary

STATE OF SOUTH CAROLINA ]  
COUNTY OF HORRY ]

The foregoing Certificate of Amendment was acknowledged by the President and Secretary of Robbers Roost Villas Homeowners Association, Inc. before me this 31<sup>st</sup> day of May, 1983.

William E. McDonald  
Notary Public of South Carolina

My commission expires 5-14-97