

*2*  
*10 RW*  
*Vaux*  
*1522*  
*4206*

STATE OF SOUTH CAROLINA )  
 )  
 COUNTY OF BEAUFORT )

NOTICE OF INCORPORATION

WHEREAS, Salt Marsh Cottages Horizontal Property Regime II (the "Regime") was established pursuant to that certain Master Deed recorded in the Office of the Register of Deeds for Beaufort County, South Carolina ("ROD") in Deed Book 261 at Page 260 and thereafter amended to bring in additional phases, which amendments are recorded in the ROD in Deed Book 277 at Page 244 and Deed Book 285 at Page 925; and,

WHEREAS, the Master Deed established the Council of Co-Owners as an unincorporated body vested by the Master Deed with the authority to operate and manage the affairs of the Regime (the "Council"); and

WHEREAS, the Master Deed established the Board of Administrators to manage the Council; and,

WHEREAS, the Master Deed provides that the Council may incorporate and pursuant to a vote of the Cottage Owners, on March 16, 2010, the Council was incorporated under the name of "Salt Marsh Cottage Owners Association, Inc., a South Carolina non-profit corporation (the "Owners Association").

NOW, THEREFORE, under the authority delegated to the Council of Co-Owners of Salt Marsh Cottages Horizontal Property Regime II by the Master Deed, the Council of Co-Owners has incorporated under the name of Salt Marsh Cottages Property Owners Association, Inc., a South Carolina nonprofit corporation and said corporation has adopted the By-Laws attached to the Master Deed as Exhibit "D". Further, that Board of Administrators of the Council shall hereinafter be referred to as the Board of Directors of Owners Association as a result of the incorporation in compliance with the accepted nomenclature of corporate governance.

WHEREFORE, the President and Treasurer of Salt Marsh Cottages Owners Association, Inc., have set their hands seals hereto on the 20<sup>th</sup> day of June, 2010.

WITNESSES

SALT MARSH COTTAGE OWNERS ASSOCIATION, INC.

[Signature]

By: [Signature]  
 Daniel E. Parker

Its: President

[Signature]

By: [Signature]  
 Betty Spooner

Its: Treasurer

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF BEAUFORT )

**ACKNOWLEDGMENT**

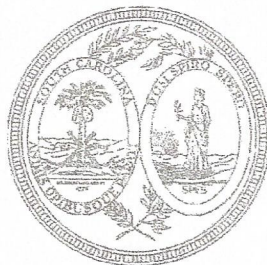
The foregoing instrument was acknowledged before me by Daniel E. Parker, President and Betty Spooner, Treasurer of Salt Marsh Cottages, Owner's Association, Inc., a South Carolina non-profit corporation, on behalf of the corporation.

Witness my hand and official seal the 28<sup>th</sup> day of June, 2010

Sheryl A. C. Oose  
Notary Public for South Carolina  
My commission expires: 8/7/11

Z:\TEAM50\Documents for Files\Open Files\Salt Marsh Cottage LOC\Notice of Incorporation.doc

# *The State of South Carolina*



*Office of Secretary of State Mark Hammond*


## **Certificate of Incorporation, Nonprofit Corporation**

**I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:**

SALT MARSH COTTAGES OWNERS ASSOCIATION, INC.,  
a nonprofit corporation duly organized under the laws of the State of South Carolina on March 16th, 2010, 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 Mark Hammond, 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 29th day of March, 2010.

  
Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

Print Form

MAR 16 2010

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

Nonprofit Corporation - Domestic

Filing Fee \$25.00

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant to S.C. Code of Laws §33-31-202, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is Salt Marsh Cottages Owners Association, Inc.

2. The initial registered office (registered agent's address in SC) of the nonprofit corporation is

103 Devils Elbow Lane

<u>Hilton Head Island</u>	<u>Beaufort</u>	<u>SC</u>	<u>29926</u>
City	County	State	Zip Code

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

Danielle Aspinwall-Winter

Print Name

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

*Danielle Aspinwall-Winter*  
Agents 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

103 Devils Elbow Lane

<u>Hilton Head Island</u>	<u>Beaufort</u>	<u>SC</u>	<u>29926</u>
City	County	State	Zip Code



CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

Print Form

MAR 16 2010

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

Nonprofit Corporation - Domestic

Filing Fee \$25.00

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant to S.C. Code of Laws §33-31-202, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is Salt Marsh Cottages Owners Association, Inc.
2. The initial registered office (registered agent's address in SC) of the nonprofit corporation is  
103 Devils Elbow Lane

Street Address			
<u>Hilton Head Island</u>	<u>Beaufort</u>	<u>SC</u>	<u>29926</u>
City	County	State	Zip Code

The name of the registered agent of the nonprofit corporation at that office is  
Danielle Aspinwall-Winter

Print Name

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

*Danielle Aspinwall-Winter*  
Agents 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  
103 Devils Elbow Lane

Street Address			
<u>Hilton Head Island</u>	<u>Beaufort</u>	<u>SC</u>	<u>29926</u>
City	County	State	Zip Code



Name of Corporation Salt Marsh Cottages Owners Association, Inc.

6. If this nonprofit corporation is either a public benefit or religious corporation 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. If you are going to apply for 501(c)(3) status, you must complete section "a."

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.

If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

---

OR

b.  If the dissolved corporation is not described in Section 501(c)(3) of the Internal Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (i) above.

If you chose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

---

7. If the corporation is a mutual benefit corporation 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 S.C. Code of Laws §33-31-202(c)).

---

---

Name of Corporation Salt Marsh Cottages Owners Association, Inc.

9. The name and address of each incorporator is as follows (only one is required, but you may have more than one).

Danielle Aspinwall-Winter	PO Box 331, Bluffton, SC	29910
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.

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 listed in #9 must sign the articles.

Danielle Aspinwall-Winter  
Signature of incorporator Danielle Aspinwall-Winter

Signature of incorporator \_\_\_\_\_

Signature of incorporator \_\_\_\_\_

12. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is \_\_\_\_\_

**Filing Checklist**

- Articles of Incorporation (in duplicate)
- \$25.00 made payable to the South Carolina Secretary of State
- Political Associations must submit a CL-1 Form and an additional \$25 fee
- Self-Addressed, Stamped Return Envelope
- Return all documents to: South Carolina Secretary of State's Office  
Attn: Corporate Filings  
P.O. Box 11350  
Columbia, SC 29211

STATE OF SOUTH CAROLINA SECRETARY OF STATE AUG 28 2013

NOTICE OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH  
OF A NONPROFIT CORPORATION

Mark Hammond  
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Sections 33-31-502 and 33-31-1508 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the corporation is Salt Marsh Cottages Owners Association, Inc.  
(Must match name on record with Secretary of State's Office)
2. The corporation is (complete either "a" or "b", whichever is applicable)
  - a. A domestic nonprofit corporation incorporated in South Carolina on 3/16/2010 or  
(Must match date on record with Secretary of State's Office)
  - b. A foreign nonprofit corporation incorporated in \_\_\_\_\_ on \_\_\_\_\_  
State  
and authorized to do business in South Carolina on \_\_\_\_\_  
(Must match date on record with Secretary of State's Office)
3. The street address of the registered office (currently on file) in South Carolina is  
103 Devils Elbow Lane, Hilton Head Island, South Carolina 29926  
Street Address City Zip Code
4. If the current registered office is to be changed, the new street address will be  
16 William Pope Drive, St. 202, Bluffton, South Carolina 29909  
Street Address City Zip Code
5. The name of the registered agent currently on file is Danielle Aspinwall-Winter
6. If the current registered agent is to be changed, the name of the new registered agent is  
William F. Marscher, III, Esquire

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

William F. Marscher, III

Signature of New Registered Agent

\*Pursuant to Sections 33-31-502(5) and 33-31-1508(5) of the 1976 South Carolina Code of Laws, as amended, the written consent of the registered agent may be attached to this form.

7. The street addresses of the registered office and of the office of the registered agent, as changed, will be identical.

130910-0115 FILED: 08/28/2013  
SALT MARSH COTTAGES OWNERS ASSOCIATION, INC.  
Filing Fee: \$10.00 ORIG



Mark Hammond

South Carolina Secretary of State



8/20/13  
Date

Salt Marsh Cottages Owners Association, Inc.

Name of Corporation

Signature of Officer

Thomas J. Forrest

Type or Print Name

President

Position of Officer

**FILING INSTRUCTIONS**

1. Two copies of this form must be submitted for filing.
2. \$10.00 filing fee made payable to the South Carolina Secretary of State.
3. Self-addressed stamped return envelope.
4. Return to: Secretary of State  
Attn: Corporations  
1205 Pendleton St., Ste. 525  
Columbia, SC 29201