

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
STATUTORY CLOSE CORPORATION

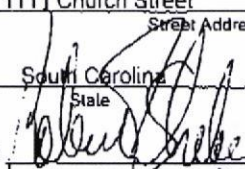


TYPE OR PRINT CLEARLY IN BLACK INK

1 The name of the proposed corporation is Sunnyhill Northlake, Inc.

2 This corporation is a statutory close corporation, pursuant to Chapter 18, Title 33 of the 1976 South Carolina Code of Laws, as amended.

3 The initial registered office of the corporation is 1111 Church Street
Street Address
Camden Kershaw South Carolina 29020
City County State Zip Code

and the initial registered agent at such address is  Robert J. Sheheen
Agent's Signature

4 The corporation is authorized to issue shares of stock as follows. Complete "a" or "b", whichever is applicable

a The corporation is authorized to issue a single class of shares, the total number of shares authorized is 25

5 The existence of the corporation shall begin as of the filing date with the Secretary of State unless a delayed date is indicated (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended)

6 Unless specified otherwise below, the transfer of shares of stock of the corporation shall be subject to the restrictions set out in Sections 33-18-110 through 33-18-130 of the 1976 South Carolina Code of Laws, as amended. Specify any variations in the statutory format in Sections 33-18-110 through 33-18-130

The shares of stock in this Corporation may be owned only by those lot owners whose lot fronts on the Upper Sunnyhill Pond in Sunnyhill subdivision in Kershaw County, South Carolina. Each lake front lot is entitled to one (1) share and the share of stock must be transferred with the ownership of the lot and may not be transferred to any other person(s) who is not a lot owner which lot fronts on said pond.

7 Unless otherwise specified below the corporation shall have a board of directors (See Section 33-18-210 of the 1976 South Carolina Code of Laws, as amended).

This corporation elects not to have a board of directors.

8 Check, if applicable

Sunnyhill Northlake, Inc.
NAME OF CORPORATION

Specify any variations in the statutory format in Sections 33-18-140 through 33-18-170.

The only variation which applies to this corporation is the variation which is stated in No. 6 of these articles:


The shares of stock in this Corporation may be owned only by those lot owners whose lot fronts on the Upper Sunnyhill Pond in Sunnyhill subdivision in Kershaw County, South Carolina. Each lake front lot is entitled to one (1) share and the share of stock must be transferred with the ownership of the lot and may not be transferred to any other person(s) who is not a lot owner which lot fronts on said pond

9. The optional provisions, which the corporation elects to include in the articles of incorporation, are as follows (See the applicable provisions of Sections 33-2-102, 33-18-330, 35-2-105, and 35-2-221 of the 1976 South Carolina Code of Laws, as amended).

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

a. Anthony Messier
Name

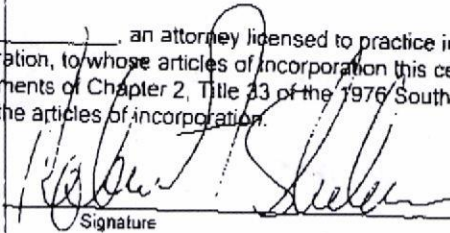
228 Ann's Court Camden, S. C. 29020
Address


Signature

Sunnyhill Northlake, Inc.
NAME OF CORPORATION

11 i. Robert J. Sheheen an attorney licensed to practice in the state of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 2, Title 33 of the 1976 South Carolina Code of Laws, as amended, relating to the articles of incorporation.

Date 2001


Signature

Robert J. Sheheen
Type or Print Name

111 Church Street
Address

Camden, S. C. 29020

803-432-4391
Telephone Number

FILING INSTRUCTIONS

- 1 Two copies of this form the original and either a duplicate original or a conformed copy, must be filed.
- 2 If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
- 3 Enclose the fee of \$135.00 payable to the Secretary of State.
- 4 THIS FORM MUST BE ACCOMPANIED BY THE ANNUAL REPORT (SEE SECTION 12-19-20 OF THE 1976 SOUTH CAROLINA CODE OF LAWS, AS AMENDED).

Return to Secretary of State
PO Box 11350
Columbia, SC 29211

SPECIAL NOTE

ALL SHARE CERTIFICATES ISSUED BY A STATUTORY CLOSE CORPORATION MUST CONTAIN THE FOLLOWING CONSPICUOUS NOTICE:

THE RIGHTS OF SHAREHOLDERS IN A STATUTORY CLOSE CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF THE ARTICLES OF INCORPORATION AND BY-LAWS, SHAREHOLDERS' AGREEMENTS AND OTHER DOCUMENTS, ANY OF WHICH MAY RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS, MAY BE OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION.

THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THIS CORPORATE NAME OR DR 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.