

APR. 25. 2002 3:28PM

NELSON MULLINS RILEY

NO. 727 P. 2/5

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

(NOV 23 1999

SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION

[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

1. The name of this corporation is Barefoot Resort Residential Owners Association, Inc.

2. The initial registered office of the corporation is:

4898 Highway 17S North Myrtle Beach Horry
Street address City County

South Carolina 29582
State, Zip Code

[The complete address is required by SC Code 33-31-202(a)(3)]

3. The name of the registered agent at the above office is:

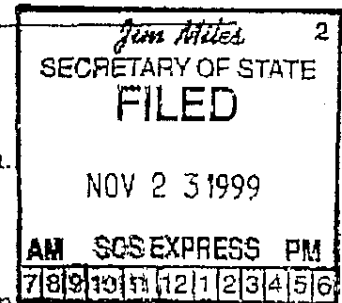
Robert S. Guyton

4. Check either (a), (b), or (c). Check only one box.

[] The nonprofit corporation is a public benefit corporation.

[] The nonprofit corporation is a religious corporation.

[X] The nonprofit corporation is a mutual benefit corporation.



5. Check (a) or (b), whichever is applicable:

[X] This corporation will have members who will vote for the board of directors. See Section 33-31-202(a)5.

[] This corporation will not have members.

6. The address of the principal office of the nonprofit corporation is:

4898 Highway 17 S
Street address

North Myrtle Beach Horry South Carolina 29582
City, County, State, Zip Code

[The complete address is required by SC Code 33-31-202(a)7]

7. If the corporation is either public benefit or religious, complete either (a) or (b) below. Do not check both. [This information is required by 33-31-202(a)6]

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.

Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to:

8. If the corporation is a mutual benefit corporation, complete either (a) or (b) to describe how the assets of the corporation will be distributed upon dissolution of the corporation.

Upon dissolution of the mutual benefit corporation, the 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.

Upon dissolution of the mutual benefit corporation the assets, consistent with law, shall be distributed to _____

9. Please include any option provisions which the nonprofit elects to include in these articles of incorporation. See Section 33-31-202(b) through 33-31-202(e).

10. The name and address of each incorporator is as follows:

James F. McCrackin
2411 North Oak Street, Myrtle Beach, South Carolina 29577
 [This information is required by SC Code 33-31-202(a)4]

11. *James F. McCrackin*
 Incorporator's Signature [33-31-202(d)]

James F. McCrackin
 Incorporator's Name (typed)

12. _____
 Signature of any director named in these articles

 Director's Name (typed)

 Signature of any director named in these articles

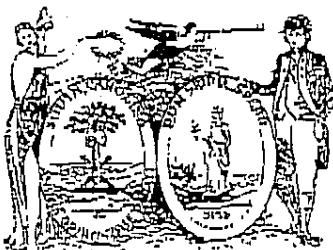
 Director's Name (typed)

 Date and Time

Addendum

1. 4898 Highway 17S, North Myrtle Beach, Horry County
2. North Myrtle Beach, SC 29582

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence, Non-Profit Corporation**

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

BAREFOOT RESORT RESIDENTIAL OWNERS ASSOCIATION, INC., A Non-Profit Corporation duly organized under the laws of the State of South Carolina on November 23rd, 1999, has as of the date hereof filed as a non-profit corporation for religious, educational, social, fraternal, charitable or other eleemosynary purpose, and has paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-31-1404 of the South Carolina code and that the non-profit corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 20th day of
July, 2001.

A handwritten signature in cursive script that reads "Jim Miles".

Jim Miles, Secretary of State