

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
SPRING FOREST HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of the corporation shall be **SPRING FOREST HOMEOWNERS ASSOCIATION, INC.**, which is hereafter referred to as “the Association”.

**ARTICLE II  
PURPOSES AND POWERS**

The purpose of the Association is the administration, maintenance, management, control and ownership of all common areas located, or which may become located within or appurtenant to Spring Forest, a development, located in Horry County, South Carolina.

The Association is a non-stock corporation and is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have all of the common law and statutory powers of a corporation not for profit. The Association, through the duly elected Board of Directors, shall also have all the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

**ARTICLE III  
MEMBERS**

Section 1. Every owner of a lot, which is subject to assessment, as set out in the Declaration of Restrictions and Protective Covenants for Spring Forest, shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any lot which is subject to assessment.

Section 2. Owners of lots, which are subject to assessment, are entitled to one vote per lot. When more than one person owns an interest (other than a leasehold or security interest) in any lot, all such persons shall be members and the voting right appurtenant to said lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast in respect to any one lot.

Section 3. Meeting of members. The By-laws of the Association shall provide for an annual meeting of members and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting shall exist if members owning fifty one percent (51%) of the lots, and being in good standing, shall be present or represented at the meeting. A member in good standing is a member who acts in accordance with all governing documents including, but not limited to, paying all outstanding fines and assessments.

Section 4. Principal Office. The principal office of the corporation shall be located in South Carolina, but the corporation may transact business in such other places as may be necessary in an emergency situation, as determined by the Board of Directors. The principal office of the corporation shall be at **2015 Forest Glen Drive, Murrells Inlet, SC, 29576.**

#### **ARTICLE IV** **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE V** **BOARD OF DIRECTORS**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than five (5) persons nor more than seven (7) persons. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for the meetings of the Board of Directors, including an annual meeting.

Sections 2. The Board of Directors shall be elected by the members of the Association at an annual, or special, meeting of the membership as provided by the By-Laws of the Association. The By-Laws will also provide for the method of voting in the election and for removal from office of Directors. All Directors shall be members of the Association residing in Spring Forest and Officers of the Board of Directors are expected to be full time residents of the community that are expected to attend all BOD/HOA meetings, but no less than 80% of all yearly meetings.

Section 3. Duration of Office. Member elected to the Board of Directors shall hold office for such periods of time as are set out in the By-Laws.

Section 4. Vacancies. If a Director(s) elected by the general membership shall for any reason cease to be a Director, the remaining Directors, so elected, shall elect a successor(s) by majority vote to fill the vacancy (ies) for the balance of the unexpired term.

#### **ARTICLE VI** **OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, a Vice-President, a Secretary, and a Treasurer and such other officers as the Board of Directors may from time to time elect.

Section 2. Elections and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for the term of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws shall provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. If the office of the President shall become vacant for any reason, or if the president shall be unable or unavailable to act, the Vice-President shall automatically succeed to the office or perform its duties and exercise its powers. If any officer other than the President, becomes vacant for any reason, the Board of Directors shall appoint an individual to fill such vacancy within thirty (30) days.

**ARTICLE VII**  
**BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended, or repealed by the membership in a manner set forth in the By-Laws.

**ARTICLE VIII**  
**AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection at which meeting a quorum is present. A two-thirds (2/3) majority of the votes cast is required for adoption.

Section 2. In case of any conflict between the Articles of Incorporation and the By-Laws, these Articles shall control. In case of any conflict between these Articles of Incorporation and the Declaration of Restrictions and Protective Covenants, the said Declaration shall control.

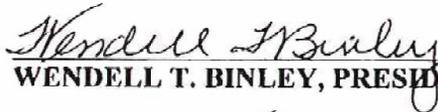
**ARTICLE IX**

Not Applicable.

**ARTICLE X**  
**INDEMNIFICATION**

The Association shall indemnify any person who is made a party or is threatened to be made a party to any claim, suit, proceeding or liability by reason of the fact that he or she is or was a director, officer, employee, agent or representative of the Association to the fullest extent permitted by law, and the Association may advance expenses to any such person to the fullest extent permitted by law. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association against any liability asserted against him or her in any such capacity.

**SPRING FOREST BOARD OF DIRECTORS**

  
**WENDELL T. BINLEY, PRESIDENT**

  
**NATALIE KOWALSKI, SECRETARY**

**APRIL 11 , 2023**