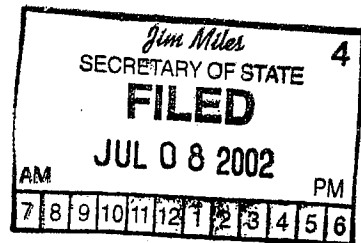


JUL 08 2002

Jim Miles
SECRETARY OF STATE OF SOUTH CAROLINA

SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION



Instructions:

- (1) Must be typewritten or printed
- (2) Must file this original and one copy.
- (3) Must include \$25 fee payable to the Secretary of State.
- (4) Should your articles be refused, you will receive written notification within five days.

1. The name of this corporation is (33-31-401)
SALUDA MILL HOMEOWNERS' ASSOCIATION, INC.

2. The initial registered office of the corporation is:

<u>441 Western Lane</u>	<u>Irmo</u>	<u>Richland</u>
Street Address	City	County
<u>South Carolina</u>	<u>29063</u>	
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:
V. Bryan Graham, Jr.

4. Check either (a), (b), or (c). 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.

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

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

(b) This corporation will not have members.

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

<u>441 Western Lane</u>	<u>Irmo</u>	<u>Richland</u>
Street Address	City	County

<u>South Carolina</u>	<u>29063</u>
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 or 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 optional provisions which the nonprofit

elects to include in these articles of incorporation. See Section 33-31-202(b) through 33-31-202(e).

The Corporation is a Homeowners Association established for the purpose of assisting in the efficient preservation of values and amenities of Communities which will be subject to the Declaration of Covenants, Conditions, Restrictions, Easements, Charges, and Liens for Saluda Mill to be executed and recorded in the R.O.D. Office of Lexington County, South Carolina.

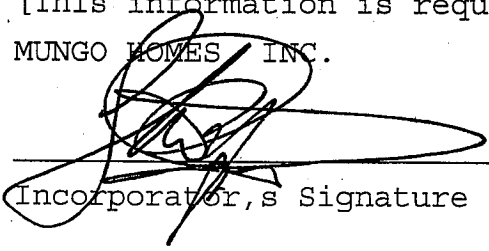
10. The name and address of each incorporator is as follows:

Mungo Homes, Inc.

441 Western Lane, Irmo, S.C. 29063

[This information is required by SC Code 33-31-202(a)4]

MUNGO HOMES, INC.


Incorporator,s Signature [33-31-202(D)]

STEVEN W. MUNGO, President

Incorporator,s Name (typed)

Incorporator,s Signature

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)

JUNE _____, 2002.

Date and Time
