EXHIBIT "D"

ARTICLES OF INCORPORATION
OF
WYNBROOKE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements the South Carolina Nonprofit Act §33-31-10 et seq. Code of Laws of South Carolina (1976), as amended, the undersigned, a natural person of full age, has this day executed these Articles of Incorporation for the purpose of forming a non-profit corporation and hereby certifies:

ARTICLE I
NAME

The name of the corporation is **WYNBROOKE HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association."

ARTICLE II
REGISTERED OFFICE AND INITIAL AGENT

The principal office and the office of the registered agent of the Association is located at 11947 Grand Haven Drive, Unit N, Murrells Inlet, South Carolina 29576. The location of the registered office may be changed by a majority vote of the Board of Directors. The name of the initial registered agent at the above address is **David Trimmer**. The principal office and the office of the registered agent is located in Horry County, South Carolina.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate a pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Lots and/or Units and Common Areas and Common Elements within that certain tract of property described in Article I of the Declaration of Covenants, Conditions and Restrictions for Wynbrooke and which is incorporated herein by reference, and to promote the health, safety, and welfare of the Owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions recorded in or to be recorded in the County of Horry Public Registry, applicable to the above described property, as

the same may be amended from time to time, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of members entitled to at least two-thirds (2/3) of the votes appurtenant to each Lot and/or Unit, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to the property rights of the members of the Association, as provided in Article III of the Declaration;

(e) dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to at least two-thirds (2/3) of the votes appurtenant to each Class A, Class B and Class C Members, agreeing to such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the consent of the members as provided in paragraph (d) above; and

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of South Carolina §33-31-101 et seq. Code of Laws of South Carolina (1976), as amended, may now or hereafter have or exercise.

ARTICLE IV
FINANCE

This corporation is a non-stock corporation and no part of the profits (if any) of the corporation shall inure to the pecuniary benefit of its members or to any other person. This corporation is a mutual benefit corporation.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot and/or Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot and/or Unit which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have three classes of voting membership:

Class A. Class A Members shall be all Owners of a Lot with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B Members shall be all Owners of a Unit with the exception of the Declarant and shall be entitled to one (1) vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

Class C. Class C Member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot and/or Unit owned. The Class C membership shall cease and be converted to Class A or B membership, whichever is applicable, on the happening of either of the following events, whichever occurs later:

(a) When the total votes outstanding in Class A and B membership equal the total votes outstanding in Class C membership; or

(b) Five years from the date of recording this Declaration or any Supplement adding additional land under Article I, whichever is later.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by an initial Board of six (6) Directors who need not be members of the Association. Declarant shall appoint the Directors until the ~~Class C membership ceases. The number of Directors may be changed by amendment of the By-~~ laws of the Association.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved only upon the signed written assent of the members entitled to not less than three-fourths (3/4) of the votes appurtenant to each Class A, Class B and Class C Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was credited. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE IX
DURATION

The period of existence of this Corporation is unlimited.

ARTICLE X
AMENDMENTS

Amendment to these Articles shall require the assent of the members entitled to at least three-fourths (3/4) of the entire vote of the membership.

ARTICLE XI
FHA/VA APPROVAL

As long as there is a Class C membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, public dedication of Common Areas, and dissolution and amendment of the Articles.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

David Trimmer
3471 Phillis Blvd.
Myrtle Beach, South Carolina 29577

IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal, this the 28th day of MARCH, 2001.

(SEAL)
DAVID TRIMMER , Incorporator

STATE OF SOUTH CAROLINA)
)
COUNTY OF HORRY)

I, James Taylor, a Notary Public in and for said County and State aforesaid, do hereby certify that **DAVID TRIMMER** personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and Notarial seal, this the 28th day of March, 2001.

Notary Public for South Carolina
My Commission Expires: 1-7-2009