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MCNAIR  
ATTORNEYS

BY:.....

October 19, 2009

Abby L. Grizzle

**Via U.S. Mail**

agrizzle@mcnair.net  
T (843) 444-1107  
F (843) 444-4729

Kelly White  
Community Manager: Barefoot  
Resort Residential Association, Inc.  
OMNI Mangagement Services, Inc.  
4876 Barefoot Resort Bridge Rd.  
Suite C  
North Myrtle Beach, SC 29582

Re: Clearwater Bay  
Our File No. 031257.1

Dear Kelly:

Enclosed please find the original Articles of Amendment that have been filed with the South Carolina Secretary of State for Clearwater Bay. This recorded document needs to be attached as Exhibit "D" to the 16<sup>th</sup> Amendment of the Master Deed.

If you have any questions regarding this matter, please contact our office.

Sincerely,



Abby L. Grizzle  
Legal Assistant

:alg  
Enclosure

McNair Law Firm, P. A.  
Founders Centre  
2411 Oak Street, Suite 206  
Myrtle Beach, SC 29577

Mailing Address  
P.O. Box 336  
Myrtle Beach, SC 29578

mcnair.net

STATE OF SOUTH CAROLINA

OCT 16 2009

SECRETARY OF STATE

NONPROFIT CORPORATION

*Mark Hammond*  
SECRETARY OF STATE OF SOUTH CAROLINA

ARTICLES OF AMENDMENT

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to the provisions of Section 33-31-1005 of the 1976 South Carolina Code of Laws, as amended, the applicant delivers to the Secretary of State these articles of amendment.

1. The name of the nonprofit corporation is: **The Clearwater Bay Condominium Association**
2. Date incorporated **January 3, 2007**
3. Specify (a) the text of every amendment adopted, and (b) list when each amendment was adopted.

Pursuant to the authority granted to it by Section 18.2(d) of the Master Deed of Clearwater Bay Horizontal Property Regime recorded in Book 3220, Page 327 of the Office of Register of Deeds for Horry County, and with the consent of the Developer, as required pursuant to Section 18.2(f) of the Master Deed, the Board of Directors of the Association, by the Association's duly authorized President, amends the Articles of Incorporation of The Clearwater Bay Condominium Association by deleting in its entirety Paragraph 8c(ii) of the Articles of Incorporation and substituting a new Paragraph 8c(ii) that shall read as follows:

- 8c(ii) The Developer under the Master Deed shall have the right to appoint and remove a majority of the members of the Board of Directors (but not the officers, who shall be elected by the Board) until such time as the first of the following dates: (i) December 31, 2011; (ii) three (3) months after the conveyance by the Developer, in the ordinary course of business to persons other than a successor Developer, of seventy-five percent (75%) of the maximum number of Units to be contained in all phases of the Project; or (iii) three (3) months following the date the Developer surrenders its authority to appoint directors of the Association by an express amendment to the Master Deed executed and filed in the Office of the Register of Deeds for Horry County, South Carolina by the Developer.
4. ☒ By checking this paragraph #4 the applicant represents that (a) approval of the amendment by the members was not required, (b) the amendment was approved by a sufficient vote of the board or directors or the incorporators. (Do not check this paragraph #4 if member vote was required or if the required vote of directors or incorporators was not obtained.)
  5. If the approval of the members was required to adopt the amendment(s), provide the following information:
    - (a) Designation (Classes of Membership)  

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091016-0014 FILED: 10/16/2009  
CLEARWATER BAY CONDOMINIUM ASSOCIATION THE  
Filing Fee: \$10.00 ORIG



Mark Hammond

South Carolina Secretary of State

- (b) Number of memberships outstanding \_\_\_\_\_
- (c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment \_\_\_\_\_
- (d) Number of votes of each class indisputably voting on the amendment \_\_\_\_\_
- (e) Complete one of the following as appropriate
- (i) Total number of votes cast for and against the amendment by each class entitled to vote separately \_\_\_\_\_
- (ii) Total number of undisputed votes cast for the amendment by each class which was sufficient for approval for that class \_\_\_\_\_

6. ☐ By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 South Carolina Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph #6 if either of these statements is not true.)

7. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself

\_\_\_\_\_

8. ☐ If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

Date 7/6/09

**The Clearwater Bay  
Condominium Association**

Name of Corporation

[Signature]  
Signature of Officer

MATTHEW RAINOS  
Type or Print Name and Office  
PRESIDENT



# CLEARWATER BAY

CONDOMINIUM ASSOCIATION  
AT BAREFOOT RESORT

July 6, 2009

To All Clearwater Bay Homeowners:

The proposed change amendment to transition your development to owner control when 75% of the units have conveyed, if prior to December 31, 2011, has passed. Paragraph 8c(ii) of the Articles of Incorporation will read as follows:

**The Developer under the Master Deed shall have the right to appoint and remove a majority of the members of the Board of Directors (but not the officers, who shall be elected by the Board) until such time as the first of the following dates: (i) December 31, 2011; (ii) three (3) months after the conveyance by the Developer, in the ordinary course of business to persons other than a successor Developer, of seventy-five percent (75%) of the maximum number of Units to be contained in all phases of the Project; or (iii) three (3) months following the date the Developer surrenders its authority to appoint directors of the Association by an express amendment to the Master Deed executed and filed in the Office of the Register of Deeds for Horry County, South Carolina by the Developer.**

In answer to concerns brought to our attention as to how the vote was conducted, please refer to your Master Deed, Article XVIII (d), Necessary Amendments, which states, in part, that only written objection from owners needs to be received. If more than 50% of the total votes of the Association send in objections the amendment will not pass. This did not occur, thus the amendment has passed and will be duly adopted and will be effective when recorded. A copy will be mailed to every homeowner once recorded.

Please contact me if you have any questions regarding this matter.

FOR THE BOARD OF DIRECTORS

Sincerely,

Kelly White, CMCA. AMS  
Community Manager  
OMNI management services  
Managing Agent for the Clearwater Bay Condominium Association  
kwhite@omni-property.com



June 8, 2009

To All Clearwater Bay Owners:

Board President, Matt Raines (Centex Homes), is proposing a change to the Master Deed to have Clearwater Bay transition from Developer control to Homeowner control upon the closed sales of seventy-five percent (75%) of the total community units instead of ninety-five percent (95%).

Attached you will find the proposed Articles of Amendment change to be filed with the South Carolina Secretary of State. Also included in this mailing is a ballot for you to return **only if you object to the proposed amendment**. If you object, the ballot must be returned either by hand delivery or postmarked no later than 5:00pm on June 29, 2009.

If you approve of the amendment change you do not have to send anything back.

The Amendment will be filed unless objection ballots are received by the above date representing more than fifty percent (50%) of the total current owners.

Please do not hesitate to contact our office if you have any questions regarding this mailing.

Sincerely,

Kelly White, CMCA, AMS  
Community Manager

OMNI management services

Managing Agent for the Clearwater Bay Condominium Association

[kwhite@omni-property.com](mailto:kwhite@omni-property.com)

Enclosures as noted

CWB1513  
Eugene & Joanne Beckett  
7 Bridge Lane  
Enfield CT 06082-4937

CWB112  
Lawton & Sandra Dews  
6244 Catalina Dr. #112  
North Myrtle Beach SC 29582

Ironwood Assn  
c/o K.A. Diehl  
P.O. Box 2537  
Murrells Inlet SC 29576

Unit 1711  
Richard & Judith Beekman  
10831 Rio Springs Drive # 207  
Raleigh NC 27614

CWB512  
Richard & Andrea Dockrell  
36 Colleen Road  
Troy NY 12180

CWB413  
Jeffrey & Kimberly Jessell  
771 Cresson Dr  
Chambersburg, PA 17201

CWB313  
Elijah & Harriett Biggs  
4314 Snowdrop Court  
Ellicott City MD 21042

CWB613  
David Domnitch  
5413 Mount Greenwich Court  
Burke VA 22015-2148

CWB1113  
John & Annette Kemler  
9 Sanibel Lane  
Robbinsville NJ 08691

CWB911  
Jeffrey & Donna Bradford  
P.O. Box 902  
Westminster MA 01473-0902

CWB611  
A. Timonhly & Beth Egnot  
124 Jenny Lynn Drive  
Aliquippa PA 15001

CWB113  
Raymond & Ellen Law  
11 Claridge Lane  
Flemington, NJ 08822

CWB1211  
Patrick & Karen Brady  
6244 Catalina Drive # 1211  
Myrtle Beach SC 29582

CWB312  
Favilla Investments  
8640 Ann Marie Trail  
Inver Grove Heights, MN 55077

CWB1112  
Gregory & Kathleen Lee  
24 Dayton Circle  
Fredericksburg VA 22406

CWB1611  
George Burke  
2950 Cole Court  
Norcross GA 30071

CWB513  
Daniel & Allison Grasso  
504 Nautilus Blvd.  
Forked River NJ 08731

CWB1011  
George & RoseMarie Locklear  
P.O. Box 1796  
Pembroke NC 28372-1796

CWB111  
Edward Chase  
6244 Catalina Drive # 0111  
N Myrtle Beach SC 29582

CWB713  
Margaret Harrison  
6244 Catalina Drive # 713  
Myrtle Beach SC 29582

CWB412  
Terry D. Love  
252 McGrady Pine Lane  
N. Wilkesboro NC 28659-8263

CWB1213  
James & Nancy Cinelli  
2633 Haven Ave  
Ocean City NJ 08226-2435

CWB411  
Scott & Judith Hattings  
106 Summer Hill Drive  
South Windsor CT 06074

CWB711  
Douglas & Demetria McDaniel  
P.O.Box 574  
Saluda SC 29138

CWB1613  
George & Mary Cosentino  
80 Ridge Rd  
Rumson NJ 07760-1127

CWB1512  
Robert & Eugenia Hoban  
4151 Bear Creek Blvd  
Wilkes-Barre PA 18702

Unit 1713 Bldg 17  
Richard & Mary Molineu  
7704 Yellowstone Way  
Derwood, MD 20855

CWB913  
Michael & Lisa DeGennaro  
493 Whiton Rd.  
Neshanic Statio NJ 08853

CWB311  
Michael & Jane Houston  
3214 Rose Grove Terrace  
Oak Hill VA 20171

CWB511  
Margaret Nemeth  
6244 Catalina Drive # 0511  
N. Myrtle Beach SC 29582

CWB813

Anthony & Darleen Nicolosi  
26 Peach Street  
Nanuet NY 10954

CWB1612

Donald & Barbara Stallings  
6244 Catalina Drive # 1612  
N Myrtle Beach SC 29582

CWB712

Orlando & Betty Olave  
22 Laila Lane  
Ft Montgomery NY 10922

CWB213

Anthony Tamburello  
1407 Oakwood Hollow Lane  
Toms River NJ 08755

CWB1111

Bradley & Sherrie Orvis  
8 Jennifer Lynne Drive  
Knoxville, MD 21758

CWB1511

William & Mary Thompson  
11705 Dan Maples Dr  
Charlotte NC 28277

CWB1012

Michael & Brenda Overcash  
6244 Catalina Drive # 1012  
Myrtle Beach SC 29582

CWB612

Richard & Carroll Ware  
6244 Catalina Drive # 0612  
Myrtle Beach SC 29582

CWB811

Robert & Kathleen Perry  
2 Dickens Court  
Howell NJ 07731

CWB1212

James & Katherine Watson  
21 4th Ave  
Ortley Beach NJ 08751

CWB812

Joseph & Joan Savino  
225 Crestview Dr.  
Bridgeport CT 06606

CWB1413

Gerald & Kelly Weber, Jr  
256 Pebble Stone Lane  
Matthews NC 28104

Unit 1712

Kenneth & Mary Skelly  
6244 Catalina Drive Unit 1712  
North Myrtle Beach, SC 29582

CWB912

Benjamin & Barbara Weinstein  
37 Junction Pond Lane  
Monmouth Junction, NJ 08852

CWB1013

James & Anna Southworth  
2026 Laurel Oak Dr  
Amelia OH 45102

ZZZ Prepaid

CWB211

Anthony & Margaret Spano  
15 Sunset Lane  
Pompano Beach FL 33062

CWB212

Bradley & Donna Spivey  
5 Middlefield Court  
Greensboro NC 27455

STATE OF SOUTH CAROLINA

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- 8c(ii) The Developer under the Master Deed shall have the right to appoint and remove a majority of the members of the Board of Directors (but not the officers, who shall be elected by the Board) until such time as the first of the following dates: (i) December 31, 2011; (ii) three (3) months after the conveyance by the Developer, in the ordinary course of business to persons other than a successor Developer, of seventy-five percent (75%) of the maximum number of Units to be contained in all phases of the Project; or (iii) three (3) months following the date the Developer surrenders its authority to appoint directors of the Association by an express amendment to the Master Deed executed and filed in the Office of the Register of Deeds for Horry County, South Carolina by the Developer.
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  5. If the approval of the members was required to adopt the amendment(s), provide the following information:
    - (a) Designation (Classes of Membership) \_\_\_\_\_



- (b) Number of memberships outstanding \_\_\_\_\_
- (c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment \_\_\_\_\_
- (d) Number of votes of each class indisputably voting on the amendment \_\_\_\_\_
- (e) Complete one of the following as appropriate
- (i) Total number of votes cast for and against the amendment by each class entitled to vote separately \_\_\_\_\_
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6. ☐ By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 South Carolina Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph #6 if either of these statements is not true.)

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\_\_\_\_\_

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Date \_\_\_\_\_

**The Clearwater Bay**  
**Condominium Association**  
\_\_\_\_\_  
Name of Corporation

\_\_\_\_\_  
Signature or Officer

\_\_\_\_\_  
Type or Print Name and Office

**OBJECTION TO AMENDMENT OF ARTICLES OF INCORPORATION OF THE CLEARWATER BAY  
CONDOMINIUM ASSOCIATION TO REFLECT DEVELOPER'S RELINQUISHMENT OF CONTROL AT 75%  
CHANGE OF OWNERSHIP**

**BY**

**WRITTEN BALLOT PURSUANT TO SECTION 18.2(d) OF THE MASTER DEED**

1. **Proposed Amendment to Articles of Incorporation of The Clearwater Bay Condominium Association.** Members of the Board of Directors representing a majority of the Board of Directors, in accordance with Article 18, Section 18.2(d) of the Master Deed of Clearwater Bay Horizontal Property Regime (the "Regime Master Deed"), and having been advised that the developer, Centex Homes, will file an amendment to the Master Deed relinquishing its control and right to appoint and remove a majority of the Board of Directors three (3) months after the conveyance by the Developer, in the ordinary course of business to persons other than a successor Developer, of seventy-five percent (75%) of the maximum number of Units to be contained in all phases of the Project, versus the currently provided ninety-five (95%), voted to approve the execution and filing of an Amendment to the Articles of Incorporation of The Clearwater Bay Condominium Association (the "Amendment") to conform the Articles to the change being made in the Master Deed, and change Paragraph 8c(ii) of the Articles to read as follows:

The Developer under the Master Deed shall have the right to appoint and remove a majority of the members of the Board of Directors (but not the officers, who shall be elected by the Board) until such time as the first of the following dates: (i) December 31, 2011; (ii) three (3) months after the conveyance by the Developer, in the ordinary course of business to persons other than a successor Developer, of seventy-five percent (75%) of the maximum number of Units to be contained in all phases of the Project; or (iii) three (3) months following the date the Developer surrenders its authority to appoint directors of the Association by an express amendment to the Master Deed executed and filed in the Office of the Register of Deeds for Horry County, South Carolina by the Developer.

2. **Members' Objection to Amendment.** In accordance with Section 18.2(d) and applicable South Carolina law, the President of The Clearwater Bay Condominium Association (the "Association") shall execute and deliver for filing the proposed Amendment unless the Board receives within twenty (20) days of after the date hereof written objections from Members representing more than fifty percent (50%) of the Total Percentage Interests under the Master Deed.

3. **Record Date for Members Eligible to Object.** The Record Date for determining the Owners eligible to object to the proposed Amendment by this ballot is June 8, 2009.

4. **Number of Members Required to Satisfy Objection Requirement.** The minimum number of Owners objecting to the proposed Amendment by this ballot in order to prevent execution and filing thereof is 25.

5. **Date and Time by Which Completed Ballots to be Returned.** In order to be counted, a ballot objecting to the proposed Amendment must be received by the Association by hand delivery or post marked no later than 5:00 PM on June 29, 2009, a date which is no earlier than 20 days following the date hereof, as required by Article 18, Section 18.2(d) of the Regime Master Deed. A self-addressed envelope for this ballot is provided.

7. **Objection Cast.** The undersigned Owner of a Unit subject to the Regime Master Deed and Member of the Association acknowledges that, pursuant to Article 18, Section 18.2(d) of the Master Deed, the undersigned may object to the execution and recording of the proposed Second Amendment, and by checking the following, the undersigned hereby objects to the proposed Second Amendment:

☐ The undersigned **OBJECTS** to the proposed Amendment. **DO NOT CHECK AND RETURN IF YOU DO NOT OBJECT TO THE FILING OF THE AMENDMENT.**

\_\_\_\_\_  
Date Ballot Signed

\_\_\_\_\_  
Owner's Signature

\_\_\_\_\_  
Owner's Signature

Units Number: \_\_\_\_\_