

EXHIBIT D

BY-LAWS

OMNI MEDICAL CENTER OWNERS' ASSOCIATION, INC.

Article I

General

Section 1. **Condominium Identification.** These are the By-Laws of OMNI MEDICAL CENTER Owners' Association, Inc. (herein called the "Association"), an incorporated non-profit organization organized for the purpose of administering Units pursuant to the South Carolina Horizontal Property Regime Act, which Units are identified as OMNI MEDICAL CENTER Horizontal Property Regime (herein called "Omni Medical Center" or as individual offices called "Unit" or "Units") and are fully described in that Master Deed recorded in the Clerk of Court's Office for York County, South Carolina, simultaneously with a copy of these By-Laws. The Definitions contained in the Master Deed are hereby incorporated herein by reference.

Section 2. **Applicability.** The provisions of these By-Laws are applicable to Omni Medical Center and to the use and occupancy thereof. All present and future owners, mortgagees, lessees and occupants of Omni Medical Center and their employees, invitees and any other persons who may use the facilities of Omni Medical Center in any manner are subject to these By-Laws, the restrictions of the Master Deed and the rules and regulations pertaining to the use and the operation of Omni Medical Center property. The acceptance of a deed of conveyance, or the entering into of a lease, or the act of occupying a Unit shall constitute an acceptance of the Provisions of these instruments and an Agreement to comply therewith.

Section 3. **Continuance.** The Association and these By-Laws, as amended as herein provided, shall continue in existence for the life of Omni Medical Center unless unanimously terminated by the Members of the Association or until Omni Medical Center is terminated by appropriate legal action or as provided in the Master Deed.

Article II.

Unit Owners and Lessees

Section 1. **Membership.** Membership of the Association shall be composed of all owners of record of the fee title of Units. Membership in the Association shall terminate only upon the recording of a deed by which the owner disposes of his interest in a Unit.

Section 2. Annual Meetings. Herlong Associates, a North Carolina general partnership, by and through its General Partner, Everette B. Curlee. (herein called the "Developer") shall call the first meeting of Unit Owners by due notice within thirty (30) days after the recordation of the Master Deed creating Omni Medical Center, but, in any event, prior to December 1, 2004. At such meeting the Unit owners shall elect a new Board of Directors to take office as provided in Section 1 of Article III of these By-Laws. Thereafter, the annual meetings of the Unit Owners shall be held on the second Monday in January of each year for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

Section 3. Special Meetings. Special meetings of Members shall be held whenever called by the President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from Members entitled to cast one-third (1/3) of the votes of the entire Membership.

Section 4. Notice. Notice of all meetings, stating the time and place and the objects for which the meeting was called, shall be given by the President or Secretary unless waived in writing. Such notice shall be in writing to each Member at the address of the Member as it appears on the books of the Association and shall be mailed not less than ten (10) days or more than thirty (30) days prior to the date of the meeting.

Section 5. Quorum and Adjourned Meetings. A quorum at meetings shall consist of persons entitled to cast a majority of the votes of the entire Membership. If any meeting of the Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting for at least ten (10) days. Adequate notice of the new date shall be given as above required.

Section 6. Voting Rights. In any meeting of Members, the owners of Units shall be entitled to vote in proportion to their respective interest in Common Elements.

If a Unit is owned by one person, his right to vote shall be established by the record title to his Unit. If a Unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the Unit shall be designated by a certificate signed by all of the record owners of the Unit and filed with the Secretary of the Association. If a Unit is owned by a corporation or other legal entity, the agent entitled to cast the vote for the Unit shall be designated by the appropriate officials in the certificate of appointment filed with the Secretary of the Association. Such certificate shall be valid until revoked, or superseded or until a change in the ownership of the Unit occurs.

Section 7. Proxies. Votes may be cast in person or by proxy, valid only for the particular meeting designated and must be filed with the Secretary before the appointed time of the meeting.

Section 8. Order of Business. The order of business at Members' meetings shall be as follows:

- (a) Call to Order by the President
- (b) Calling the roll and certifying of proxies
- (c) Proof of Notice of Meeting or Waiver of Notice
- (d) Reading and disposal of any unapproved Minutes
- (e) Reports of officers
- (f) Reports of committees
- (g) Election of Directors
- (h) Unfinished business
- (i) New business
- (j) Adjournment

Article III

Board of Directors

Section 1. Number and Qualification. The affairs of Omni Medical Center shall be governed by a Board of Directors. The Board of Directors shall be composed of no fewer than one (1) nor more than three (3) persons, all of whom shall be Owners of Units. The Directors shall be elected to serve for two (2) years or until their successors have been elected.

Section 2. Power and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of Omni Medical Center, except such powers and duties as by law or by the Master Deed or by these By-Laws may not be delegated to the Board by the Unit Owners. The powers and duties to be exercised by the Board shall include, but shall not be limited to the following:

- (a) Operation, care, surveillance, upkeep and maintenance of the Common Elements;
- (b) Determination of the amounts required for operation, maintenance and other affairs of Omni Medical Center;
- (c) Collection of assessments from the Unit Owners;
- (d) Employment, control and dismissal of personnel, as necessary for the efficient maintenance and operation of Omni Medical Center;
- (e) Adoption and amendment of rules and regulations covering the details of the operation and use of Omni Medical Center property;
- (f) Opening of bank accounts on behalf of Omni Medical Center and designating the signatories required therefore;

(g) Purchasing Units at foreclosure or other judicial sales in the name of the Board, or its designee, corporate or otherwise, in behalf of all Unit Owners;

(h) Selling, leasing, mortgaging, voting the votes appurtenant to (other than for the election of Members of the Board), or otherwise dealing with Units acquired by the Board or its designee, corporate or otherwise, on behalf of all Unit Owners;

(i) Organizing corporations to act as designees of the Board in acquiring title to Units on behalf of all Unit Owners;

(j) Obtaining insurance for Omni Medical Center property, including the individual Units;

(k) Making repairs, additions and improvements to, or alterations of, Omni Medical Center property, and repairs to and restoration of the property in accordance with the other provisions of these By-laws, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings.

Section 3. Managing Agent and Manager. The Board may employ for Omni Medical Center a managing agent and a manager at a compensation established by the Board, to perform such duties and services as the Board shall authorize. The Board may delegate to the manager or managing agent all of the powers granted to the Board by these By-Laws other than the powers set forth in subdivisions (b), (e), (f), (g), (h), (i), and (j) of Section 2 of this Article.

Section 4. Removal of Members of Board of Directors. At any regular or special meeting of Unit Owners, any one or more of the Members of the Board may be removed with or without cause by Unit Owners representing a majority in ownership interests of Omni Medical Center and a successor may then and there or thereafter be elected to fill the vacancy thus created. Any Member of the Board whose removal has been proposed by the Unit Owners shall be given an opportunity to be heard at the meeting.

Section 5. Vacancies. Vacancies in the Board caused by any reason other than the removal of a Member thereof by a vote of the Unit Owners, shall be filled by vote of a majority of the remaining Members at a special meeting of the Board held for that purpose promptly after the occurrence of any such vacancy, even though the Members present at such meeting may constitute less than a quorum, and each person so elected shall be a Member of the Board for the remainder of the term of the Member so removed and until a successor shall be elected.

Section 6. Organization Meeting. The first meeting of the Members of the Board following the annual meeting of the Unit Owners shall be held within ten (10) days

thereafter, at such time and place as shall be fixed by the Unit Owners at the meeting at which such Board shall have been elected, and no notice shall be necessary to the newly elected Members of the Board in order legally to constitute such meeting, providing a majority of the whole Board shall be present at the meeting.

Section 7. Regular Meetings. Regular meetings of the Board may be held at such times and places as shall be determined from time to time by a majority of the Members of the Board, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board shall be given to each Member of the Board, by mail or telegraph, at least four (4) business days prior to the day named for such meeting.

Section 8. Special Meetings. Special meetings of the Board may be called by the President on four (4) business days' notice to each Member of the Board, given by mail or telegraph, which notice shall state the time, place, and purpose of the meeting and shall be called by the President or Secretary in like manner and on like notice on the written request of at least four (4) Members of the Board.

Section 9. Waiver of Notice. Any Member of the Board may, at any time, waive notice of any meeting of the Board in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Member of the Board at any meeting of the Board shall constitute a waiver of notice to him of the time and place thereof. If all the Members of the Board are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 10. Quorum of Board of Directors. At all meetings of the Board, a majority of the Members thereof shall constitute a quorum for the transaction of business, and the votes of a majority of the Members of the Board present at a meeting at which a quorum is present shall constitute the decision of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum was present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 11. Compensation. No Member of the Board shall receive any compensation from Omni Medical Center for acting as such.

Section 12. Liability. The Members of the Board shall not be liable to the Unit Owners for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Unit Owners shall indemnify and hold harmless each Member of the Board against all contractual liability to others arising out of contracts made by the Board on behalf of the Omni Medical Center Owners' Association. It is also intended that the liability of any Unit Owner arising out of any contract made by the Board or out of the indemnity in favor of the Members of the Board shall be limited to such proportion of the total liability thereunder as his interest in the Common Elements bears to the interests of all the Unit Owners in the Common Elements. Every agreement made by the

Board or by the managing agent or by the manager on behalf of Omni Medical Center shall provide that the Members of the Board or the managing agent, or the manager, as the case may be, are acting only as agents for the Owners and shall have no personal liability thereunder (except as Unit Owners), and that each Unit Owner's liability thereunder shall be limited to such proportion of the total liability thereunder as his interest in the Common Elements bears to the interests of all Unit Owners in the Common Elements.

Article IV

Officers

Section 1. Designation. The principal officers of the Association shall be the President, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board may appoint a Vice-President, an Assistant Treasurer, an Assistant Secretary, and such other officers as in its judgment may be necessary. The President and Vice-President must be Members of the Board.

Section 2. Election of Officers. Officers shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal of Officers. Upon the affirmative vote of a majority of the Members of the Board, any officer may be removed, either with or without cause, and his successor may be elected at any regular meetings of the Board, or at any special meeting of the Board called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Unit Owners and of the Board. He shall have all of the general powers and duties which are incident to the office of President of a corporation including, but not limited to, the power to appoint from among the Unit Owners any committee which he decides is appropriate to assist in the conduct of the affairs of Omni Medical Center.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Unit Owners and of the Board; he shall have charge of such books and papers as the Board may direct; and he shall, in general, perform all the duties incident to the office of the secretary of a corporation.

Section 6. Treasurer. The Treasurer shall be responsible for Association funds and securities and for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial statements. He shall be responsible for the deposit of all moneys and other valuable effects in the name of the Board, or the managing agent, in such depositories as may from time to

time be designated by the Board, and he shall, in general, perform all the duties incident to the office of Treasurer of a corporation.

Section 7. Agreements, Contracts, Deeds, Checks, etc. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any two (2) officers of the Association or by such other person or persons as may be designated by the Board.

Section 8. Compensation of Officers. No officer shall receive any compensation from the Association for acting as such.

Article V

Assessments

Section 1. Obligation. All owners are obligated to pay periodic assessments to meet Condominium Expenses as provided for in the Master Deed. The assessments shall be made pro rata according to the stipulated percentages. No owner may exempt himself from contributing toward such expenses by waiver of the use or enjoyment of the Common Elements or by abandonment of the Unit belonging to him.

Section 2. Determination and Payment. The Board of Directors shall from time to time, and at least annually prepare a budget for Omni Medical Center to determine the amount required to meet the expenses of Omni Medical Center and allocate and assess such common charges against the Unit Owners according to their respective interests as shown on the Master Deed. The Board shall advise each Unit Owner in writing of the amount of common charges payable by him and shall furnish copies of each budget on which such common charges are based to all Unit Owners. Assessments shall be made on the basis of the budget on or before December 20th preceding the year for which the assessments are made. Such assessments shall be due in monthly installments on the first day of each month unless the Board shall by affirmative action establish less frequent times of payment. In the event the annual assessment proves to be insufficient, the budget and assessments therefore may be amended at any time by the Board.

Section 3. Default. If a Unit Owner shall be in default in the payment of an installment upon an assessment, the Board may accelerate the remaining installments of the assessment upon notice thereof to the Unit Owner, and thereupon the unpaid balance of the assessment shall become due upon the dates stated in the notice, but not less than ten (10) days after delivery thereof to the Unit Owner or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur. The defaulting Unit Owner shall be obligated to pay interest at the legal rate on such common charges from the due date thereof, together with all expenses, including attorney's fees, incurred by the Board in any proceeding brought to collect such unpaid common charges,

including the foreclosure of the statutory lien granted by Section 27-31-210, South Carolina Code of Laws, 1976, as amended.

Section 4. Emergency Assessments. Assessments for expenses of emergencies which cannot be paid from the annual assessments for expenses shall be made only after notice of the need therefore to the Unit Owners. After such notice and upon approval in writing by persons entitled to cast more than one-half (1/2) of the votes of the Owners, the assessment shall, become effective, and it shall be due after thirty (30) days notice thereof in such manner as the Board may require.

Article VI

Maintenance and Repairs

Section 1. Unit Owners' Responsibilities. All maintenance of and repairs to any Unit, structural or non-structural, ordinary or extraordinary (other than maintenance of and repairs to any Common Elements contained therein not necessitated by the negligence, misuse or neglect of the owner of such Unit) shall be made by the owner of such Unit. Each Unit owner shall be responsible for all damages to any other unit and to the Common Elements resulting from his failure to affect such maintenance and repairs.

Section 2. Common Elements. All maintenance, repairs and replacements to the Common Elements, whether located inside or outside of the Units (unless necessitated by the negligence, misuse or neglect of a Unit owner) shall be made by the Board of Directors and be charged to all the Unit owners as a common expense.

Section 3. Major Expenditures. The Board shall make no repair, addition, alteration, or improvement to the Common Elements of Omni Medical Center costing in excess of \$5,000.00, except in the case of an emergency, unless such repair, addition, alteration or improvement has been authorized and approved by a majority of the owners. Upon approval and expenditure of the funds required for such repairs, additional alterations or improvements, the costs thereof shall constitute a common expense.

Section 4. Structural Changes. No Unit Owner shall permit any structural addition, alteration or improvement in or to his Unit without the prior written consent of the Developer (so long as Developer has the right to submit additional phases and/or owns one or more Units) and the Board of Directors, which consent may be withheld by the Developer or the Board in the event that the Developer or a majority of the Board determines, in its sole discretion, that such structural modifications or alterations would affect or in any manner endanger the building in part or in its entirety or adversely affect the aesthetics of the building. The Board shall have the obligation to answer any written request by an Unit Owner for approval of a proposed structural addition, alteration or improvement in such Unit Owner's Unit within thirty (30) days after such request, and failure to do so within the

stipulated time shall constitute a consent by the Board to the proposed addition, alteration or improvement.

Article VII

Rules and Regulations

Section 1. Rules and Regulations. The Board of Directors of the Association shall adopt such rules and regulations pertaining to the use and occupancy of Omni Medical Center as they may deem advisable. The rules and regulations adopted hereunder shall become effective upon approval by the Board of Directors and distribution to the owners by mail or otherwise. These rules and regulations shall have the same force and effect as if set forth in these By-Laws and failure to comply with any of the same shall be grounds for a civil action to recover sums due for damages or injunctive relief, or both, and it shall be the duty of the Board of Directors to enforce the rules and regulations in a fair and equitable manner.

Section 2. The Association recognizes that Unit Owners (may) have professional obligations to protect the privacy of their patients and/or clients. If for any reason a Director or agent of the Association shall enter a Unit Owner's premises, such Director or agent of the Association shall respect the Unit Owner's obligation to maintain the privacy of their patients and/or clients and take such action as may be necessary to prevent the disclosure of any private information in contravention of the Unit Owner's obligation.

Article VIII

Books and Records

Section 1. Books and Records. The Board of Directors or the managing agent shall keep detailed records of the actions of the Board of Directors and the managing agent, minutes of the meetings of the Board of Directors, minutes of the meetings of the Unit Owners, and financial records and books of account of Omni Medical Center, including a chronological listing of receipts and expenditures and specifying the maintenance and repair expenses of the Common Elements and any other expenses incurred, as well as a separate account for each Unit which, among other things, shall contain the amount of each assessment of common charges against such Unit, the date when due, the amounts paid thereon, and the balance remaining unpaid. A written report summarizing all receipts and expenditures of Omni Medical Center shall be rendered by the Board of Directors to all Unit Owners at least annually. Unit Owners shall be permitted to examine the books and records of Omni Medical Center at reasonable times.

Article IX

Notices

Section 1. Notices. All notices to the Board of Directors shall be sent by registered or certified mail to the President of the Board of Directors or to such other address as the Board may hereafter designate from time to time. All notices to any Unit Owner shall be sent by registered or certified mail to the Unit or to such other address as may have been designated by him from time to time, in writing, to the Board. All notices shall be deemed to have been given when mailed, except notices of change of address which shall be deemed to have been given when received.

Article X

Amendments

Section 1. Method of Amending. These By-Laws may be amended by the vote of two-thirds (2/3) in number and in ownership interest of all Unit Owners at a meeting of Unit Owners duly held for such purpose.

Section 2. Amendments Restricted. No amendment shall discriminate against any Unit or class or group of Units unless the Unit Owners affected shall consent. No amendment shall change the share in the Common Elements appurtenant to any Unit, nor increase the owners' share of the common expenses, nor change the voting rights of the Members, unless the record owner of the Unit concerned and all record owners of liens thereon shall join in the execution of the amendments.

Section 3. Filing. A copy of each amendment shall be certified by the President and the Secretary of the Association as having been duly adopted and shall be recorded with the Clerk of Court for York County, South Carolina in the same manner as these original By-Laws are recorded.

Article XI

Miscellaneous

Section 1. Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these By-Laws.

Section 2. Waiver. No restrictions, condition, obligations or provisions contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce same.

Section 3. Conflicts. In case any of these By-Laws conflict with the provisions of any statute of South Carolina, the Master Deed or Declaration of Covenants, Conditions and Restrictions, such statute, deed or declaration shall control in the priority.

EXHIBIT E

To MASTER DEED of

OMNI MEDICAL CENTER HORIZONTAL PROPERTY REGIME

ARCHITECT'S CERTIFICATE

Pursuant to S. C. Code Ann. Section 27-31-110 (1976), I certify that the Regime plans described in the attached Exhibit "B" and the written description of the twelve (12) Units in Omni Medical Center Horizontal Property Regime 9situate upon real estate described in the attached Exhibits "A" and "A-1"), fully depict the layout, dimensions, location, area and number identification of the Units and the General and Limited Common Elements of the Regime.

TED RICHARD BROWN, PLLC

By:

Ted Richard Brown
Ted Richard Brown, Licensed S. C. Architect

South Carolina License No.

2889

Charlotte, North Carolina

This 13th day of SEPTEMBER 2004

Ralph G. Harris, Jr.



The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Incorporation, Nonprofit Corporation

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

OMNI MEDICAL CENTER OWNERS' ASSOCIATION, INC.,
a nonprofit corporation duly organized under the laws of the State of South Carolina on September 22nd, 2004, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable, or other eleemosynary purpose.

Now, therefore, I Mark Hammond, Secretary of State, by virtue of the authority in me vested by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great
Seal of the State of South Carolina this
23rd day of September, 2004.

Mark Hammond

Mark Hammond, Secretary of State

THIS IS TO CERTIFY THAT THIS
IS A TRUE AND ACCURATE COPY
OF THE ORIGINAL

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

SEP 22 2004

Ralph C Harris, Jr.
RALPH C. HARRIS, JR., Attorney

STATE OF SOUTH CAROLINA
SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to Section 33-31-202 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is **Omni Medical Center Owners' Association, Inc.**
2. The initial registered office of the nonprofit corporation is:
1926 India Hook Road
Rock Hill, York County, South Carolina 29732.

The name of the registered agent of the nonprofit corporation at that office is:
Randy Graham

I hereby consent to the appointment as registered agent of the corporation.

Randy Graham
Agent's signature

3. Check "a", "b", or "c" whichever is applicable. 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.
4. Check "a" or "b", whichever is applicable:
 - a. This corporation will have members.
 - b. This corporation will not have members.
5. The address of the principal office of the nonprofit corporation is:
1926 India Hook Road
Rock Hill, York County, South Carolina 29732.
6. If this nonprofit corporation is either a public benefit or religious corporation (when box "a" or "b" of paragraph 3 is checked), complete either "a" or "b", whichever is applicable to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.

040923-0178

FILED: 09/22/2004

OMNI MEDICAL CENTER OWNERS' ASSOCIATION, INC.

Filing Fee: \$25.00 ORIG



Mark Hammond

South Carolina Secretary of State

Name of Corporation:

Omni Medical Center Owners' Association, Inc.

- a. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501©(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.
- b. Upon dissolution of the corporation, consistent with the law, the remaining assets of the corporation shall be distributed to
-

7. If the corporation is a mutual benefit corporation (when box "c" of paragraph 3 is checked), complete either "a" or "b" whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

- a. Upon dissolution of the mutual benefit corporation, the (remaining) 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.
- b. Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to
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8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See 33-31-202© of the 1976 South Carolina Code of Laws, as amended, the applicable comments thereto, and the instructions to this form)

Name of Corporation:
Omni Medical Center Owners' Association, Inc.

9. The name and address of each incorporator is as follows (only one is required)

Matthew Lester
6100 Fairview Road, Suite 1200
Charlotte, North Carolina 28210

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles:

Name (Only if named in articles)

Signature of Director

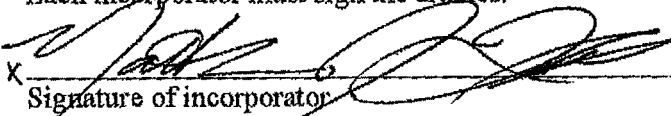
Name (Only if named in articles)

Signature of Director

Name (Only if named in articles)

Signature of Director

11. Each incorporator must sign the articles.

X 

Signature of incorporator

Signature of incorporator

Signature of incorporator

Pursuant to Section 33-31-202 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is **Omni Medical Center Owners' Association, Inc.**
2. The initial registered office of the nonprofit corporation is:
1926 India Hook Road
Rock Hill, York County, South Carolina 29732.

The name of the registered agent of the nonprofit corporation at that office is:
Randy Graham

I hereby consent to the appointment as registered agent of the corporation.


Agent's signature

3. Check "a", "b", or "c" whichever is applicable. 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.

4. Check "a" or "b", whichever is applicable:
 - a. This corporation will have members.
 - b. This corporation will not have members.

5. The address of the principal office of the nonprofit corporation is:
1926 India Hook Road
Rock Hill, York County, South Carolina 29732.

6. If this nonprofit corporation is either a public benefit or religious corporation (when box "a" or "b" of paragraph 3 is checked), complete either "a" or "b", whichever is applicable to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.

040923-0178 FILED: 09/22/2004
OMNI MEDICAL CENTER OWNERS' ASSOCIATION, INC.

Filing Fee: \$25.00 ORIG



Mark Hammond

South Carolina Secretary of State

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Transaction Report		Send		
Transaction(s) completed		Duration P.#		
No. TX Date/Time Destination		Result Mode		