

Application for a Charter for: THE LAWTON FAMILY FOUNDATION, INC.

The petition of Robert E. H. Peeples, Walter T. Lawton and Patricia Bostick, each of whose address is Route 2, Box 28, Hilton Head Island, South Carolina, respectfully shows the following facts:

* and Carrie Lee Erwin Kallow

1. Petitioners desire to be incorporated under the laws of the State of South Carolina under the name and style of

The Lawton Family Foundation, Inc.

under the provisions of the South Carolina Corporation Law for a period of thirty-five (35) years, with the privilege of successive renewals as provided by law, and with all the rights, privileges, powers and immunities as provided by law for corporations of similar character, including the right to accept gifts, donations and contributions, and any funds or income received shall be devoted to the objects and purposes of the corporation.

2. The principal office of said corporation shall be in Hilton Head Island, South Carolina, with the right and privilege, however, of establishing branch offices elsewhere.

3. Said corporation shall have no capital stock, shall not be organized for and shall not be operated for pecuniary gain or profit, and no part of its assets or income shall be used for private gain.

4. The object and purpose of said corporation shall be to inform, inspire, instruct and work for the perpetuation of the ideals expressed in the Lawton Family mottoes: "Tu ne cede malis" and "Honour" in the lives of members of this family and others by educational processes, appropriate literature, meetings, publicity, recognition of notable accomplishments, the erection and care of memorials, or other means within the law to foster the virtues of continued and persistent effort as outlined in the Lawton Family mottoes. In no case shall assets of the corporation be used by the Directors or employees of the corporation for personal or pecuniary gain.

5. The said corporation shall be governed, managed and controlled by a self-perpetuating Board of not less than three (3) nor more than fifteen (15) Directors which shall perform the duties and have all of the rights, powers and authority of a board of directors under the law, as well as such other rights as are herein prayed for.

6. Said corporation, acting through its Board of Directors, may appoint custodians and fiscal agents for the receipt, safekeeping and disbursement of the assets and income of the corporation in such manner as the Board may from time to time direct and may pay said agents reasonable compensation for such services. These agents shall serve at the pleasure of the Board of Directors.

7. At the first meeting of the incorporators, the original Board of Directors shall be chosen who shall signify in writing their acceptance of their appointment and who shall serve until their successors shall have been elected and shall have signified in writing their acceptance; said Directors shall be entitled to reasonable compensation for personal services actually rendered the corporation.

8. The Directors, by a majority vote, shall have the power to adopt all rules and by-laws consistent with the charter.

9. The corporation, unless otherwise required by the terms of any contribution accepted, shall have the power in its discretion to retain all contributions accepted in the original form in which received and to buy, sell, exchange and otherwise deal in stocks, bonds, real estates and other forms of property; and to dispose of the same at either public or private sale, without order of any court or other authority at any time, as the Directors in their sole discretion may determine, irrespective of whether such investments may or may not be legal investments for

trust funds under the laws of South Carolina.

10. By a two-thirds (2/3) vote of the Directors in office, this charter may be amended and renewed or surrendered, so long as no provision thereby is inserted inconsistent with the purposes herein expressed for the corporation. In the event the charter is surrendered, the assets of the corporation shall be applied by the Directors to purposes within those for which the corporation was chartered, but in no event for the benefit of the incorporators, Directors, or any of them.

Wherefore, petitioners pray that they may be incorporated as a charitable corporation, not organized for pecuniary gain or profit, without capital stock and for the purposes set forth herein, under the name and style of

The Lawton Family Foundation, Inc.

with all of the rights, privileges, powers and immunities herein prayed for and all other rights, privileges and immunities which under the law of South Carolina are now, or hereafter may be, vested in a similar corporation.