

# State of Tennessee



BOOK 7404 PAGE 333

## Department of State

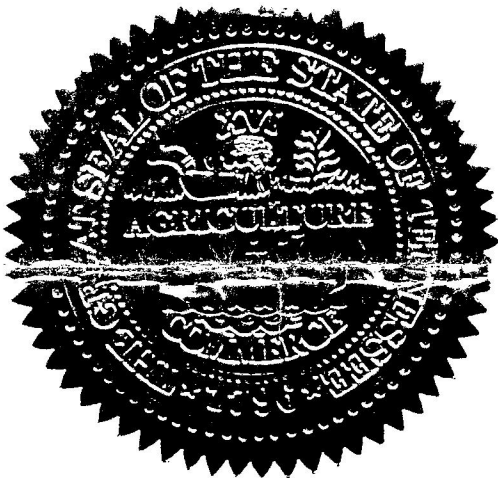
### Certificate

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of

FOOTHILLS POINTE OWNERS' ASSOCIATION, INC.

was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

Therefore, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on October 29th, 19 87.



*Hentry Crowell*  
Secretary of State

by *Carole Ann*

STATE OF TENNESSEE LOUDON COUNTY REGISTER'S OFFICE  
THIS INSTRUMENT RECEIVED AT 9:30 O'CLOCK A M. OF THE 4 DAY OF Feb 1988  
DULY CERTIFIED AND REGISTERED IN SAID OFFICE IN Inst BOOK NO. 233 PAGE 748  
AND NOTED IN BOOK NO. 0 PAGE 42 STATE TAX PAID \$ -  
FEE PAID \$5.00 REGISTER

NOV 16 3 46 PM '87  
DAVIDSON COUNTY, TN

IDENTIFY REFERENCE

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STATE OF TENNESSEE

CHARTER OF

FOOTHILLS POINTE OWNERS' ASSOCIATION, INC.

The undersigned natural person, having capacity to contract and acting as the incorporator of a non-profit corporation (the "Association" herein) under the Tennessee General Corporation Act, adopts the following Charter for such Association:

I

The name of the Association is:

FOOTHILLS POINTE OWNERS' ASSOCIATION, INC.

BOOK 7404 PAGE 334

II

The duration of the Association is perpetual.

III

The address of the principal office of the Association in the State of Tennessee shall be:

Foothills Pointe Owners' Association, Inc.  
95 White Bridge Road  
Nashville, Tennessee 37205

IV

The Association is not for profit.

V

The purposes for which the Association is organized are: Operating and maintaining all Common Areas and Elements of FOOTHILLS POINTE OWNERS' ASSOCIATION, INC., and other duties and rights of the FOOTHILLS POINTE OWNERS' ASSOCIATION, INC., as set

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forth in a Declaration of Covenants, Conditions and Restrictions (The "Declaration") to be recorded shortly, and the attendant By-Laws of this Association, until modified as set forth therein. The purposes for which this Association is organized are proper under the laws of the State of Tennessee, and it shall be empowered to do all things necessary to carry out these purposes and objects.

VI

The Association is to have members.

BOOK 7404 PAGE 335

VII

All privileges, duties and requirements pertaining to memberships, meetings, directors and officers shall be as provided in the Declaration and the By-Laws of the Association.

Except where specified in the Charter or By-Laws, this Association shall have all powers granted non-profit corporations under the laws of the State of Tennessee. All powers must be exercised in a manner which shall make the Association tax exempt, as a homeowners' association under Section 528 of the Internal Revenue Code, so that dues, maintenance fees, contributions and donations paid to it are not taxable income for federal income tax purposes. In the event of dissolution the Association's assets and property shall be conveyed to any social club, provided such club is then an exempt organization under the provisions of the Internal Revenue Code, Section 501(c)(7),

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and/or the successor section providing for tax exemption of social clubs in subsequent revenue codes.

There shall be no individual liability against the members for Association debts.

VIII

The membership of each lot or unit owner shall terminate when he ceases to be a lot or unit owner, and upon the sale, transfer or other disposition of his ownership interest in the Property, his membership in the Association shall automatically be transferred to the new lot or unit owner succeeding to such ownership interest.

BOOK 7404 PAGE 336

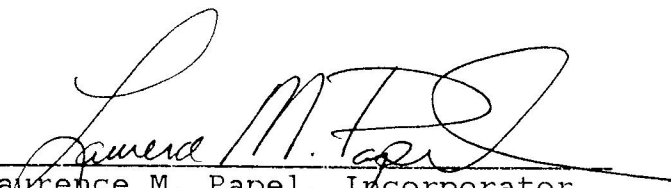
The aggregate number of votes for all lot or unit owners shall be as set forth in the Declaration to be recorded in the Loudon County Register's Office. If any lot or unit owner consists of more than one person, the voting right of such lot or unit owner shall not be divided, but shall be exercised as if the lot or unit owner consisted of only one person in accordance with the proxy or other designation made by the persons constituting such lot or unit owner.

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A quorum of lot or unit owners for any meeting shall be constituted by lot or unit owners represented in person or by proxy and holding a majority of the votes entitled to be cast at such meeting.

Dated this the 29<sup>th</sup> day of October, 1987.

  
Laurence M. Papel, Incorporator

BOOK 7404 PAGE 337