

RECEIVED
STATE OF TENNESSEE
ARTICLES OF AMENDMENT
1988 OCT 26 PM 2:52
TO THE CHARTER OF
GENTRY CRO RIVER REST ESTATES, INC.
SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF TENNESSEE:

Pursuant to the provisions of Section 48-60-102 of the Tennessee Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

1. The name of the corporation is **River Rest Estates, Inc.**

2. The amendments adopted are as follows

a. Paragraph 3 of the Charter is deleted in its entirety and substituted in lieu thereof the following:

3. The street address and zip code of the corporation's principal office and its registered agent is 3815 Claghorn Avenue, Nashville, Davidson County, Tennessee 37215.

b. The following paragraph is added to the Charter:

13. The name of the corporation's registered agent at that office is Town & Country Management Company.

3. The above amendments were adopted by the unanimous written consent of the Board of Directors on the 13th day of ~~September~~ October, 1988.

DATED this 13 day of ~~September~~ October, 1988.

RIVER REST ESTATES, INC.

BY: [Signature]
Vice-President

CHARTER
OF
RIVER REST ESTATES, INC.

The undersigned natural persons, having capacity to contract and acting as the incorporators of a corporation under the Tennessee General Corporation Act, adopt the following charter for such corporation:

1. The name of the corporation is River Rest Estates, Inc.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be 2033 Richard Jones Road, Nashville, Tennessee, County of Davidson.
4. The corporation is not for profit.
5. The purposes for which the corporation is organized are: To promote the health, safety and welfare of the residents within River Rest Estates, a planned unit development, and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in Paragraph Nine (9) herein, herein referred to as "The Properties", and for this purpose to:

(a) Own and acquire the common properties and facilities of River Rest Estates and do all things incidental thereto;

(b) Insofar as permitted by law, to do anything that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties;

(c) To provide for maintenance, preservation and architectural control of the residence lots and common area within the River Rest Estates Development, as shown on the plan of River Rest Estates of record in Plat Book 5, page 107, Register's Office for Williamson County, Tennessee.

(d) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth

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in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Williamson County, Tennessee, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(e) 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;

(f) 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;

(g) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(h) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(i) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

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(j) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Tennessee by law may now or hereafter have or exercise;

(k) Mutual sharing of recreational and common areas of the Association Properties with the owners of units in River Rest Section One, a Horizontal Property Regime, as set forth in Article V of the Declaration.

6. Membership. ~~Every person or entity who is~~ a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of this corporation, provided that any person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

7. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one 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. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier;

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On December 31, 1982.

8. Board of Directors. The affairs of the corporation shall be managed by a Board of Directors of not less than five (5) nor more than seven (7) who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

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9. Additions to Properties and Membership. Additions to the properties described herein may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties.

10. Dedication of Properties or Transfer of Function to Public Agency or Utility. The corporation shall have power to dispose of its real properties only as authorized under the aforesaid recorded Declaration of Covenants, Conditions and Restrictions applicable to said properties.

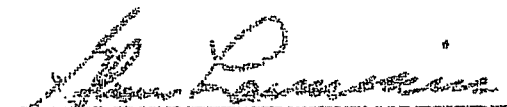
11. Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets, shall be mailed to every member at least sixty (60) days in advance of any action taken. 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 created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

12. Amendments. Amendment of these Articles shall require the assent in writing of Sixty-Six and two-thirds (66-2/3) percent of the membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Tennessee, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 3rd day of November, 19 76.


REESE L. SMITH, JR.


REESE L. SMITH, III


GLENN LAWRENCE

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Reese L. Smith, Jr., Reese L. Smith, III and Glenn Lawrence, the within named bargainors, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and official seal at Nashville, Tennessee, this 3rd day of November, 19 76.

Shirley L. Johnson
NOTARY

My Commission Expires: 10/29/77

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I, JOE C. GARR, Secretary of State, do certify that this charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

~~This the 2nd day of November, 1978~~

JOE C. GARR

SECRETARY OF STATE

FEE: \$10.00