

CHARTER
OF
DOCKS AT CANEY CREEK PROPERTY OWNERS ASSOCIATION, INC.

FILED
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STATE OF TENNESSEE
04 JUL -8 AM 10:18
WILLIAMS & GUNDEL, INC.
SECRETARY OF STATE

Article 1. Name. The name of the corporation is Docks at Caney Creek Property Owners Association, Inc.

Article 2. Duration. The corporation shall have perpetual duration.

Article 3. Mutual Benefit Corporation. The corporation is a mutual benefit corporation.

Article 4. Not For Profit Nature. The corporation shall have no stock or stockholders. It is not organized and shall not operate for profit or pecuniary gain and is incorporated under the Tennessee Nonprofit Corporation Act. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No substantial part of the activities of the corporation shall be for carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Article 5. Purposes. The purposes for which the corporation is organized are to own and maintain common areas; enforce the Declaration of Covenants, Conditions and Restrictions for Docks at Caney Creek and Supplemental Declarations relating to Additional Property; impose and collect monetary charges authorized by those covenants, conditions and restrictions; promote the recreation, health, safety, welfare, and common benefit of residents within the development known

as Docks at Caney Creek in Roane County, Tennessee, which is subject to the provisions of that certain Declaration of Covenants, Conditions and Restrictions for Docks at Caney Creek, recorded in the Register's Office of Roane County, Tennessee, as now published or hereafter amended (the "Declaration"), which development is hereafter sometimes referred to as "Docks at Caney Creek," to enhance, preserve, and maintain property values within Docks at Caney Creek; and to enhance, preserve, and maintain the natural beauty of Docks at Caney Creek and its surroundings.

Article 6. Powers. In addition to, but not in limitation of, the general powers conferred by law, but subject to the provisions of said recorded Declaration, the corporation shall have the power to own, acquire, construct, operate, and maintain common areas, streets, rights-of-way, street lighting facilities and apparatus, and footways; to maintain unkempt lands, trees, shrubbery, flowers, or other vegetation; to supplement municipal services; to perform all duties and responsibilities given it under the Declaration and any Supplemental Declarations relating to Additional Property; to fix and collect assessments to be levied against and with respect to the Lots and the owners thereof, which assessments shall be a lien and personal charge on the real estate, as well as the personal obligation of the owner of the real estate with respect to which such assessments are levied; to enforce any and all covenants, easements, restrictions, and agreements applicable to Docks at Caney Creek; to buy, hold, lease, sell, rent, manage, and otherwise deal in properties of every kind and description; to borrow money, issue bonds, promissory notes, and other obligations and evidences of indebtedness and to secure the same by mortgage, deed, security deed, pledge, or otherwise; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote, directly or indirectly, the recreation, health, safety, welfare, common benefit, or enjoyment of the residents within Docks at Caney Creek and its surroundings, or be necessary, proper, useful, or incidental to the carrying out of the functions for which the corporation is organized.

Article 7. Registered Office; Registered Agent. The address of the initial registered office of the corporation shall be at 1212 N. Kentucky Road, Kingston, Roane County, Tennessee 37763, and the name of the initial registered agent at such address is Robert McCombs.

Article 8. Principal Office. The mailing address of the initial principal office of the corporation is 2000 RiverEdge Parkway, Suite 580, Atlanta, Georgia 30328.

Article 9. Election of Directors. The directors of the corporation shall be elected or appointed at the time and in the manner as provided in the By-Laws of the corporation. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 10. Number of Directors. The number of directors constituting the initial Board of Directors shall be three (3).

Article 11. Membership.

Section 1. Owners. Subject to Section 2 of this Article, every person who is the record owner of a fee or undivided interest in any Lot or Private Amenities that may be subject to the Declaration shall have a membership in the Association. Membership shall be appurtenant to and may not be separated from ownership of any such Lot or Private Amenities, and such ownership of a Lot or Private Amenities shall be the sole qualification for such membership, provided, however, Membership shall not be appurtenant to any Lot or Private Amenities if not subject to the Declaration. In the event that fee title to such Lot or Private Amenities is transferred or otherwise conveyed, the membership in the Association which is appurtenant thereto shall automatically pass to such transferee, notwithstanding any failure of the transferor to endorse to his transferee any certificates or evidences of such membership. The foregoing is not intended to include persons who

hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner's membership.

Section 2. Multiple Owners. No Owner, whether one or more persons, shall have more than one (1) membership per Lot owned; provided, however, multiple use rights for multiple owners shall exist, subject, however, to the right of the Board of Directors to regulate and limit use by multiple Owners. Each Owner, by acceptance of a deed or other conveyance for a Lot or Private Amenities, which is subject to the Declaration, consents or agrees to the dilution of his or her voting interest in the Association by virtue of the submission from time to time of the Additional Property or any portion or portions thereof to the terms of the Declaration as provided therein. The rights and privileges of membership, including the right to vote, may be exercised by a member or the member's spouse.

Article 12. Membership Classes and Voting. Subject to the following provisions of this Article, the Association shall have two (2) classes of membership, Class "A" and Class "B".

(a) Class "A". Class "A" members shall be all Owners, including Builder/Owners, with the exception of the Class "B". Class "A" members shall be entitled on all issues to one (1) vote for each Lot in which they hold the interest required for membership by Section 1 of Article 10 hereof. When more than one person holds such interest in any Lot, the vote for such Lot shall be exercised as those Owners themselves determine and if one of such multiple Owners exercises the vote without opposition by any other of such multiple Owners at the same time such vote is exercised, the vote shall be as so exercised. In the event more than one of such multiple Owners seeks to exercise the vote or if any one of such multiple Owners dispute any others right to so vote, the Lot's vote shall be suspended.

(b) Class "B". The Class "B" member shall be the Declarant. Until termination

of the Class "B" vote, as provided for below, the Class "B" member shall be entitled to three (3) times the total number of then existing Class "A" votes and the Class "B" member may appoint the members of the Board of Directors and Officers of the Association. The Class "B" membership shall terminate upon the happening of the earlier of the following:

- (i) unless Declarant has an unexpired option to add Additional Property, one hundred twenty (120) days after seventy-five percent (75%) of the Lots as may be contemplated to be part of Docks at Caney Creek, inclusive of Lots as may exist or come to exist with the Additional Property, have been conveyed to Owners other than Builder/Owners or affiliates of Declarant;
- (ii) when, in its discretion, the Declarant so determines; or
- (iii) on December 31, 2014.

From and after the happening of these events, whichever occurs earlier, the Class "B" member shall be deemed to be a Class "A" member entitled to one (1) vote for each Lot in which it holds the interest required for membership under Section 1, Article 10 of the Declaration.

Article 13. Amendments. These Articles may be amended as provided by the Tennessee Nonprofit Corporation Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 14. Dissolution. The corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Tennessee. No member, director, or officer of the corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Upon dissolution of the corporation, the assets of the corporation shall be granted, conveyed, and assigned to any one or more non-profit

corporations, associations, trusts, or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted to by the corporation. In the event that such grant, conveyance, and assignment is refused, such assets shall be as decided by the members by a majority (51%) vote either dedicated to or distributed among an appropriate public agency or agencies, utility or utilities, or any one or more of them, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation or distributed to the members prorated in recognition of their property interests owned (i.e., equal share for each Lot owned). No disposition of the corporation's assets shall be effective to divest or diminish any right or title of any member vested in him under said recorded Declaration unless made in accordance with the provisions thereof.

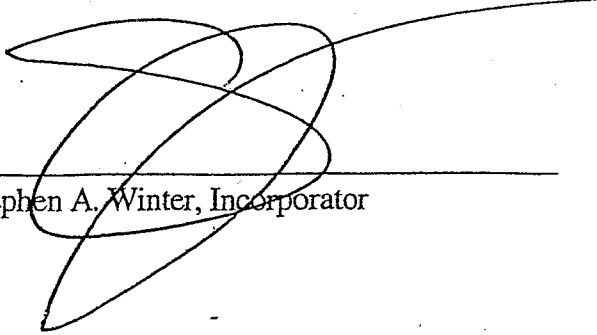
Article 15. Incorporator. The name of the incorporator is Stephen A. Winter, Esq., and his address is c/o Weinstock & Scavo, P.C., 3405 Piedmont Rd., N.E., Suite 300, Atlanta, Fulton County, Georgia 30305.

Article 16. Personal Liability of Directors. A director shall not be personally liable to the corporation or to its members for monetary damages for breach of the duty of care or other duty as a director, provided that this provision shall not eliminate or limit the liability of a director:

- (a) For any breach of the director's duty of loyalty to the corporation or its members;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (c) For the types of liability set forth in the Tennessee Code § 48-58-304.

Article 17. Indemnification. The corporation shall to the full extent permitted by the Tennessee Nonprofit Corporation Act (Tennessee Code § 48-58-501 *et seq.*), as such may be amended from time to time, indemnify all persons whom it may identify pursuant thereto.

Article 18: Definitions. The words used herein shall be given the definitions ascribed thereto by the terms of the Declaration.



Stephen A. Winter, Incorporator

Land Resources\Docks at Caney Creek\Docs\Articles6.10.04

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 07/08/04

REQUEST NUMBER: 5179-1260

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 07/08/04 1018

EFFECTIVE DATE/TIME: 07/08/04 1018

CONTROL NUMBER: 0473291

TO:

WEINSTOCK & SCAVO PC

STE 300

3405 PIEDMONT RD NE

ATLANTA, GA 30305

RE:

DOCKS AT CANEY CREEK PROPERTY OWNERS ASSOCIATION, INC.

CHARTER - NONPROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - NONPROFIT

ON DATE: 07/08/04

FROM:
WEINSTOCK & SCAVO, P.C.
SUITE 300
3405 PIEDMONT ROAD
ATLANTA, GA 30305-0000

	FEES	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00003550249
ACCOUNT NUMBER: 00183953

RILEY C. DARNELL
SECRETARY OF STATE

