

# State of Tennessee



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## Department of State

### Certificate

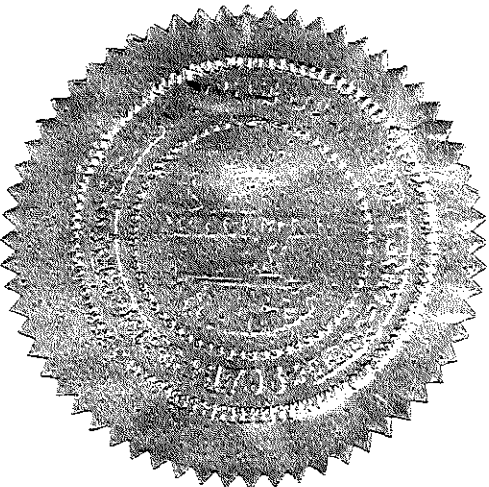
The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of

HEARTHSTONE MANOR HOME 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 November 13th, 19 84.

Henry Crowell  
Secretary of State  
by Vanetta A. Thompson  
Deputy



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DAVIDSON COUNTY, TN

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IDENTIF. REFERENCE

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## CHARTER

OF

HEARTHSTONE MANOR HOME OWNERS ASSOCIATION, INC.

The undersigned natural person, having capacity to contract, and acting as the incorporator of a corporation under the Tennessee General Corporation Act, adopts the following Charter for such Corporation:

1. The name of the Corporation is "HEARTHSTONE MANOR HOME OWNERS ASSOCIATION, INC.", hereinafter referred to as the "Association".

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2. The duration of the Association is perpetual.

3. The address of the principal office of the Association in the State of Tennessee shall be 106 Hearthstone Manor Circle, Unit 114, Brentwood, Davidson County, Tennessee 37027.

4. The Association is not for profit.

5. The purpose for which the Association is organized is to provide an entity for the operation of Hearthstone Manor planned unit development, hereinafter referred to as the "Development", located upon the tracts of land at Old Hickory Boulevard, Brentwood, Tennessee.

6. This Association is to have members.

7. The Association shall make no distributions of income to its members, directors, or officers; provided, however, this provision shall not preclude the payment of reasonable sums for services rendered or supplies furnished to the Association by the aforesaid persons.

8. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of this Charter.

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9. The Association shall have all of the powers and duties reasonably necessary to operate the Development as set forth in the Declaration of Covenants, Conditions, and Restrictions establishing the Development to be recorded in the Register's Office for Davidson County, Tennessee, hereinafter referred to as the "Declaration", and as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members to defray the costs, expenses, and losses of the Development;

(b) To use the proceeds of assessments in the exercise of its powers and duties, in accordance with the Declaration and the By-Laws of this Association, hereinafter referred to as "By-Laws";

(c) To maintain, repair, replace, and operate the association property;

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(d) To purchase insurance upon the association property and insurance for the protection of the Association and its members;

(e) To reconstruct improvements after casualty and to further improve the property;

(f) To make and amend reasonable regulations respecting the use of the property in the Development;

(g) To enforce, by legal means, the provisions of the Declaration, this Charter, the By-Laws and the regulations for the use of the association property;

(h) To contract for the professional management of the Development; and

(i) To employ personnel to perform the services required for proper operation of the Development.

10. All funds, and the titles of all properties acquired by the Association, and the proceeds thereof, shall be held in trust for

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the members, or used to pay Common Expenses in accordance with the provisions of the Declaration, this Charter, and the By-Laws.

11. The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration and the By-Laws.

12. The members of the Association shall consist of all of the Residential Unit Owners in the Development, in accordance with the Declaration and By-Laws.

13. Change of membership in the Association shall be consummated by the transfer of title to a Residential Unit.

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14. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to a Residential Unit.

15. The aggregate number of votes for all members of the Association shall be as set forth in the Declaration. Each "Class A" member shall be entitled to one (1) vote per Residential Unit, and each "Class B" member shall be entitled to four (4) votes per Residential Unit until the conditions set forth in the Declaration with respect to voting shall occur, at which time one (1) vote shall be allocated to each Unit. The procedures to be followed by multiple or corporate owners of a Unit and the manner of exercising voting rights shall be as determined by the Declaration and By-Laws.

16. The affairs of the Association shall be managed by a board consisting of the number of directors as shall be determined by the By-Laws, but not less than three directors, and, in the absence of such determination, shall consist of three directors.

17. Subject to the provisions of Paragraph 18 of this Charter, directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the By-Laws.

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18. The first election of directors shall be held at the first annual meeting of members which shall be at such time and date as the Board of Directors shall determine, but in no event later than the earlier of: (1) December 1, 1987, or (2) sixty (60) days after Declarant ceases to be a Class B member. The directors named in the By-Laws shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors in accordance with the By-Laws.

19. The affairs of the Association shall be administered by officers elected by the Board of Directors in accordance with the By-Laws. The officers shall serve at the pleasure of the Board of Directors.

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20. The By-Laws have been adopted by Radnor/Nashville Corporation as "Declarant" of the Development, and by the Incorporator.

21. Amendments to the Charter shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.


(c) Approval of an amendment must be by, (i) not less than 75% of the entire membership of the Board of Directors, and by not less than 67% of the votes of the entire membership of the Association, or, (ii) not less than 75% of the votes of the entire membership of the Association (if not proposed by the directors).

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(d) No amendment shall make any changes in the qualifications for membership, nor the voting rights of members, without approval in writing by all members.

(e) A copy of each amendment shall be filed with the Secretary of State of Tennessee and shall be recorded in the Office of the Register of Davidson County, Tennessee.

WITNESS MY HAND effective this 13<sup>th</sup> day of November, 1984.

  
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Joe Vaulx Crockett, III,  
Incorporator

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