State of Tennessee



BOOK 6778 PAGE 505

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

BURTON HILLS VILLAGE OF SUMMERWIND 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 January 28th, 19 86.

Gentry Crowell

Secretary of State

by Mona Hatcher



FEB 6 11 11 AM '86
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN

IDENTIFICATION REFERENCE
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CHARTER

OF

BURTON HILLS VILLAGE OF SUMMERWIND 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:

BOOK 6778 PAGE 506

1. Name. The name of the Corporation is "BURTON HILLS VILLAGE OF SUMMERWIND ASSOCIATION, INC." (the "Association").

2. Duration. The Association's duration shall be perpetual.

3. Office and Agent. The address of the principal office of the Association in the State of Tennessee shall be 4205 Hillsboro Road, Suite 109, Nashville, Davidson County, Tennessee 37215, and the name of its initial Registered Agent at such address shall be John W. Eakin.

4. Purposes.

(a) The Association is not for profit. 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 those persons.

(b) The purpose for which the Association is organized is to provide an entity for the operation of the residential properties in Burton Hills Village of Summerwind (the "Development"), located upon certain tracts of land in Nashville, Davidson County, Tennessee.

5. Powers.

(a) 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.

(b) 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 for Burton Hills Village of Summerwind (the "Declaration") establishing the Development to be recorded in

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1986 JAN 28 PM 2:54

the Register's Office for Davidson County, Tennessee, as it may be amended from time to time, including, but not limited to, the following:

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

(ii) To use the proceeds of assessments in the exercise of its power and duties, in accordance with the Declaration and the Bylaws of this Association (the "Bylaws");

(iii) To maintain, repair, replace, and operate the Association property;

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

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

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

(vii) To enforce, by legal means, the provisions of the Declaration, this Charter, the Bylaws and the regulations for the use of the Association property;

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

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

(c) All funds, and the titles of all properties acquired by the Association, and the proceeds thereof, shall be held in trust for the members, or used to pay common expenses in accordance with the provisions of the Declaration, this Charter, and the Bylaws.

(d) The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Declaration and the Bylaws.

6. Internal Affairs.

(a) The members of the Association shall consist of all lot owners in the Development, in accordance with the Declaration and Bylaws.

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SECRETARY OF STATE
1986 JAN 28 PM 2:54

(b) Change of membership in the Association shall be consummated by the transfer of title to a lot.

(c) 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 lot.

(d) The members shall be classified as follows

(i) "Class A" members shall be all owners of lots in the Development and shall be entitled to one vote per lot. 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 determine among themselves, but in no event shall more than one vote be cast with respect to any lot. If the joint owners cannot agree as to how to exercise their vote, that vote shall not be cast.

(ii) The "Class B" member shall be Burton Hills Properties, a general partnership (the "Developer") and shall be entitled to ten votes per lot until the conditions set forth in the Declaration with respect to voting shall occur, at which time one vote shall be allocated to each lot.

(e) The affairs of the Association shall be managed by a board consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors, and, in the absence of such determination, shall consist of three directors.

(f) Subject to the provisions of subparagraph g of this Charter, directors of the Association shall be elected in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

(g) The first election of directors shall not be held until January 1, 1988. The directors named in the Bylaws 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 Bylaws.

(h) The affairs of the Association shall be administered by officers elected by the Board of Directors in accordance with the Bylaws. The officers shall serve at the pleasure of the Board of Directors.

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

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SECRETARY OF STATE
1986 JAN 28 PM 2:54

(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 two-thirds of the entire membership of the Board of Directors, and by not less than 51% of the votes of the entire membership of the Association, or (ii) not less than 51% of the votes of the entire membership of the Association (if not proposed by the directors).

(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.

8. Termination. Upon the dissolution or final liquidation of the Association any remaining assets of the Association shall be distributed to one or more organizations, designated by the Board of Directors at that time, to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes of the Association. Each of such organizations shall operate to be exempt from federal tax under § 501(c)(3), § 501(c)(4) or § 501(c)(7) of the Internal Revenue Code of 1954, as amended, or under corresponding legislation if the Internal Revenue Code of 1954 is not then in effect.

IN WITNESS WHEREOF, the incorporator has signed triplicate originals of this Charter on January 27, 1986.

Stephen C. Baker

Stephen C. Baker
Suite 1200
One Commerce Place
Nashville, Tennessee 37239