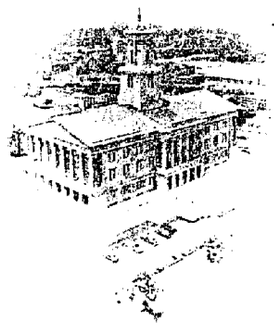
State of Tennessee



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Department of State

CERTIFICATE

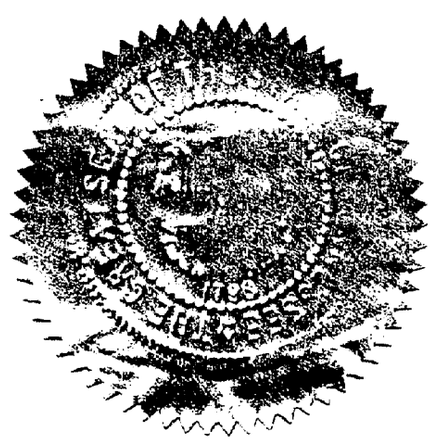
The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of PICCADILLY SQUARE HOMEOWNERS ASSOCIATION,

(Name of Corporation)

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 May seventeenth, 19 84.

Secretary of State



IDENTIFICATION REFERENCE 431128

JUL 7 8 04 AM '87

FELIX Z. WILSON, TN REGISTER
DAVIDSON COUNTY, TN

SS-4404

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ARTICLES OF INCORPORATION

OF

PICCADILLY SQUARE HOMEOWNERS ASSOCIATION

In compliance with the requirements of Tennessee Code Annotated Sections 48-101 through 48-1407, the undersigned has this day voluntarily associated itself together for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I BOOK 7288 PAGE 964

The name of the corporation is PICCADILLY SQUARE HOMEOWNERS ASSOCIATION, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 9000 East Church Street, Brentwood, TN 37027. Williamson Co.

ARTICLE III

Tom G. Coleman, Jr., whose address is 9000 East Church Street, Brentwood, TN 37027, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the health, safety and welfare of the residents, owners and tenants and to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described and attached hereto being referred to as Exhibit "A," and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of Davidson County Register of Deeds, Nashville, Tennessee,

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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;

(b) 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 licenses, taxes, or governmental charges levied or imposed against the property of the Association;

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(c) 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;

(d) borrow money, and with the assent of nine-tenths (9/10) 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;

(e) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(f) insofar as permitted by law, to do any other thing that will promote the common benefit and enjoyment of the residents of the aforementioned properties;

(f) 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.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security

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for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit. The Members of this Association covenant and agree to pay assessments on Lots or Units they own as set out in the Declaration herein referred to.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership as further described in Article III of the Declaration herein referred to and made a part of these Articles of Incorporation by reference.

ARTICLE VII

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BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors. The initial Board of Directors of this Association shall consist of three persons, who need not be members of the Association, who shall serve for terms of three years each, and who shall be appointed by the Developer.

From the first annual meeting of the Members of the Association and continuing after the expiration of the terms of the initial Directors, the Board of Directors shall consist of not less than ten (10) persons who shall be designated as follows:

(a) The Presidents of Association Sections A and B and a representative appointed by the Owners in each of Association Sections C and D shall be members of the Board; provided that, if the President of Association Sections A or B cannot or will not serve for any reason, then the Board of Directors of such Association Sections A or B shall appoint one of their number, or another Member from such Association Section, to serve in his place and stead.

(b) At the first annual meeting the Members of the Association shall elect two (2) Directors for a term of one (1)

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year, two (2) Directors for a term of two (2) years, and two (2) Directors for a term of three (3) years; and at each annual meeting thereafter the Members of the Association shall elect two (2) Directors for a term of three (3) years. Of such six (6) Directors to be elected by the Members of the Association, four (4) shall be Association Section E Members.

(c) In the event all the Directors designated as set out above do not total ten (10) in any one year, the membership shall elect a sufficient number of persons to the Board of Directors so that the number of persons comprising the Board totals ten (10) at all times.

The Board of Directors shall be governed by the Declaration herein referred to and the By-Laws of this Association.

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ARTICLE VIII

This Association shall have the power and obligation to enforce the obligations imposed by the Declaration hereinbefore referred to.

ARTICLE IX

All Members of this Association shall be bound by the Declaration hereinbefore mentioned, and by this Charter, the By-Laws of this Association, and any rules and regulations adopted by the Board of Directors of this Association.

ARTICLE X

This Association shall have the power to sue and be sued on behalf of its Members in the name of the Association and shall have the power and authority, without limitation, to maintain a class action and to settle a cause of action on behalf of the Owners.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by no less than nine-tenths (9/10) of each class of Members. Upon dissolution of the Association,

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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.

ARTICLE XII

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DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes 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 16 day of May, 1984.

Vincent Wesnofske, Jr.

Tom G. Coleman, Jr.

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EXHIBIT A 1984 MAY 17 AM 9:18

LEGAL DESCRIPTION
PICCADILLY SQUARE

Land in the 2nd Civil District of Davidson County, Tennessee, consisting of 3 Tracts of land described according to surveys prepared by Robert Lee Spears, dated August 11, 1978, and revised August 17, 1978, described as follows:

TRACT NO. 1
Beginning at an iron pin on the northwesterly right-of-way of Una-Antioch Pike, said point being on the line between subject tract and the subdivision of Cottage Hills, Section 3; thence with said right-of-way S 45 deg. 32' 11" W, 878.37 feet to a point; thence with a curve to the right having a radius of 779.04 feet and in a general southwesterly direction a distance of 462.85 feet to a point; thence continuing with said right-of-way S 79 deg. 34' 39" W, 120.45 feet to a point; thence leaving said right-of-way with a fence N 74 deg. 38' 18" W, 513.63 feet to a point; thence N 76 deg. 34' 35" W, 194.32 feet to a point; thence with an intersecting fence N 9 deg. 13' 27" E, 405.75 feet to a point; thence N 12 deg. 04' 23" E, 307.80 feet to a point; thence N 6 deg. 22' 26" E, 1064.88 feet to a point; thence N 9 deg. 40' 20" E, 445.75 feet to a point; thence N 15 deg. 46' 14" E, 372.37 feet to a point; thence N 15 deg. 17' 19" E, 238.08 feet to a point; thence with an intersecting fence S 84 deg. 17' 39" E, 684.30 feet to a point; thence S 83 deg. 27' 56" E, 1215.59 feet to an iron pin at a corner post; thence S 0 deg. 37' 52" W, 255.78 feet to a point; thence with the line of Cottage Hill, Section 2, S 6 deg. 32' 35" W, 107.67 feet to a point; thence with the line of Cottage Hill, Section 1, S 83 deg. 48' 25" W, 354.26 feet to a point; thence N 77 deg. 36' W, 115.50 feet to a point; thence S 2 deg. 14' 45" W, 1014.53 feet to a concrete monument; thence with the line of Cottage Hill, Section 3, S 2 deg. 16' 41" W, 525.30 feet to the point of beginning, and containing 105.06 acres.

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TRACT NO. 2
Beginning at a point on the southeasterly right-of-way of Mullen Road, said point being the northwesterly corner of subject tract; thence leaving said road S 78 deg. 21' E 427.74 feet to a point; thence N 63 deg. 34' 27" E, 185.82 feet to a point; thence with a dividing line between Tract 2 and Tract 3, S 9 deg. 29' 53" E 782.64 feet to a point; thence with a fence N 70 deg. 31' 27" W, 755.57 feet to a point; thence N 31 deg. 25' 33" W, 336.71 feet to a point; thence N 43 deg. 51' 35" W, 14.98 feet to a point on the southeasterly right-of-way of Mullen Road; thence with said right-of-way being a fence N 35 deg. 44' 38" E, 90.03 feet to a point; thence N 40 deg. 42' 46" E, 201.16 feet to the point of beginning, and containing 10.01 acres.

TRACT NO. 3
Beginning at a point being in the dividing line between Tract 2 and Tract 3, said point being 613.56 feet East of the southeasterly right-of-way of Mullen Road as measured along subject owners northerly property line; thence leaving said point of beginning N 75 deg. 53' 40" E, 190.11 feet to a point; thence N 38 deg. 20' 51" E, 440.75 feet to a point; thence N 34 deg. 22' 13" E, 363.41 feet to a point; thence N 46 deg. 43' 13" E, 38.86 feet to a point; thence N 25 deg. 08' 39" E, 129.84 feet to an iron pin; thence N 41 deg. 54' 01" E, 147.97 feet to a point; thence N 40 deg. 24' 30" E, 95.04 feet to a point; thence N 30 deg. 39' 41" E, 76.01 feet to a point; thence N 6 deg. 13' 57" E, 280.17 feet to an iron pin; thence N 89 deg. 02' 45" E, 664.73 feet to a point; thence with a fence S 9 deg. 40' 20" W, 445.75 feet to a point; thence S 6 deg. 22' 26" W, 1064.88 feet to a point; thence S 12 deg. 04'

EXHIBIT A
Page Two

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23" W, 307.80 feet to a point; thence S 9 deg. 13' 27" W, 405.75 feet to a point; thence continuing with the fence N 85 deg. 36' 45" W, 340.65 feet to a point; thence N 84 deg. 13' 14" W, 414.99 feet to a point; thence S 20 deg. 55' 57" W, 88.20 feet to a point; thence N 83 deg. 35' 37" W, 312.67 feet to a point; thence N 70 deg. 31' 27" W, 100.00 feet to a point; thence leaving the fence being the line between Tract 2 and Tract 3 N 9 deg. 29' 53" W, 782.64 feet to the point of beginning, and containing 52.75 acres.

Being the same property conveyed to Wellington Enterprises, Ltd. by deed from Randall Phillips Builders, Inc. of record in Book 6074, Page 955, Register's Office for Davidson County, Tennessee.

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One-half acre is reserved for a graveyard, together with right of ingress and egress thereto, in Tract No. 1 only, as contained in deed of record in Book 854, Page 73, Register's Office for Davidson County, Tennessee.