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CORPORATION CHARTER (NONPROFIT) OF
COTTONPORT PLANTATION HOMEOWNERS ASSOCIATION, INC.

Article 1. Name. The name of the Corporation is Cottonport Plantation Homeowners Association, Inc.

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

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Tennessee Nonprofit Corporation Act (Acts 1987, Chapter 242, Section 1.01, et seq.); (T.C., 48-51-101, et seq.).

Article 4. Mutual Benefit Corporation. The Corporation is a mutual benefit corporation.

Article 5. Registered Office. The initial registered office of the Corporation is 5050 Saundersville Road, Old Hickory, Wilson County, Tennessee 37138.

Article 6. Registered Agent. The initial registered agent of the Corporation is David C. McGowan.

Article 7. Incorporator. The name, address and zip code of the incorporator of the Corporation is David C. McGowan, 5050 Saundersville Road, Old Hickory, Wilson County, Tennessee 37138.

Article 8. Principal Office. The principal office of the Corporation is 5050 Saundersville Road, Old Hickory, Wilson County, Tennessee 37138.

Article 9. Purposes and Powers. A. The Corporation is not for profit and does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of

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explanation and not of limitation, the purposes for which it is formed are:

(i) to organize and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Cottonport Plantation, recorded or to be recorded in the Register's Office of Davidson County, Tennessee, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of units in the development.

B. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon not for profit corporations by common law and the statutes of the State of Tennessee in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in this Charter, the By-Laws, or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the Properties;

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(b) to manage, control, operate, maintain, repair, and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, covenant, or contract, has a right or duty to provide such services;

(c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of units at the development;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(f) to borrow money for any purpose subject to such limitations as may be contained in the By-Laws;

(g) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any

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other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(i) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(j) to provide any and all supplemental municipal services as may be necessary or proper.

(k) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 10. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of units in the development, are members of the Corporation. The members shall be entitled to a vote for each unit in which they

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hold the interest required for membership, in accordance with the Declaration.

Article 11. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of three (3) members. The initial Board of Directors shall consist of the following members:

David C. McGowan
5050 Saundersville Road
Old Hickory, Tennessee 37138

Louie Gasser, Jr.
5050 Saundersville Road
Old Hickory, Tennessee 37138

Richard S. Rogers
5050 Saundersville Road
Old Hickory, Tennessee 37138

The method of election, removal and filling of vacancies, and the term of office shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 12. Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, the above provision shall not apply to the personal liability of a director of the Corporation:

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(i) for any breach of the director's duty of loyalty to the Corporation or its members;

(ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or

(iii) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act (Acts 1987, Chapter 242, Section 1.01, et seq.).

This provision shall not operate to affect the personal liability of a director for any act or omission occurring prior to the date on which this Charter becomes effective.

Any repeal or modification of this Article 7 by the members of the Corporation shall not adversely affect any right or protection of a director or the Corporation existing at the time of such repeal or modification.

Article 13. Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Tennessee.

Article 14. Amendments. This Charter 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.

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IN WITNESS WHEREOF, the undersigned incorporator has executed this Charter.

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IDENTIFICATION REFERENCE

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