Lot 36

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37219

DATE: 02/23/90
REQUEST NUMBER: 1652-1138
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 02/23/90 1101
EFFECTIVE DATE/TIME: 02/23/90 1101
CONTROL NUMBER: 0225622

BOOK 8053 PAGE 952

TO:
ORTALE, KELLEY, HERBERT & CRAWFORD
200 4TH AVE N
3RD FL NOEL PLACE
NASHVILLE, TN 37219

RE:
BELLMORE PLACE COMMUNITY ASSOCIATION, INC.
CHARTER - NONPROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE. THE CHARTER DOCUMENT IS ENCLOSED AND IS EFFECTIVE AS INDICATED 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.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF THE STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING EACH ANNIVERSARY DATE OF INCORPORATION. THIS OFFICE WILL MAIL THE REPORT DURING THE ANNIVERSARY MONTH 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.

06974 IDENTIF. TREFERENCE FEB 28 11 50 AM '90 DAVIDSON COUNTY TN.

6529 02/28 0101 03CHECK 5-00

FOR: CHARTER - NONPROFIT

FROM:

RECEIVED:
ON DATE:
RECEIPT NUMBER:
ACCOUNT NUMBER:

Bryant Millsaps
BRYANT MILLSAPS
SECRETARY OF STATE

G
SE E

SS-4458

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING ON THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED.

FILED

RECEIVED
STATE OF TENNESSEE

1990 FEB 23 AM 11:01

BRYAN E. TERRY
SECRETARY OF STATE

BOOK 8053 PAGE 953

ARTICLES OF INCORPORATION

OF

BELLMORE PLACE COMMUNITY ASSOCIATION, INC.

The undersigned, acting as the incorporator of a non-profit corporation under the Tennessee Non-Profit Corporation Act, T.C.A. §48-51-101 **et seq.**, adopts the following Charter for such corporation:

1. The name of the corporation is **Bellmore Place Community Association, Inc.**, hereinafter called the "Association."

2. The street address and zip code of the corporation's initial registered office is 200 Fourth Avenue North, Nashville, County of Davidson, Tennessee 37219-0375.

3. The name of the corporation's initial registered agent and his address is Douglas A. Brace, 200 Fourth Avenue North, Nashville, County of Davidson, Tennessee 37219-0375.

4. The name, street address and zip code of the incorporator is Douglas A. Brace, 200 Fourth Avenue North, Nashville, County of Davidson, Tennessee 37219-0375.

5. The street address and zip code of the principal office of the corporation is 200 Fourth Avenue North, Nashville, County of Davidson, Tennessee 37219-0375.

6. The corporation is not-for-profit.

7. 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 maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as Bellmore Place, a Planned Unit Development, as described by Plan of record in Book 6200, page 808, Register's Office for Davidson County, Tennessee, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

RECEIVED
1998 FEB 23 AM 11:01

(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, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Davidson County Register of Deeds, Nashville, Tennessee 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 conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 two-thirds (2/3) 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

FILED
STATE OF TENNESSEE
2000 FEB 23 AM 11:01

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

(g) 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;

(h) for such other purposes as set forth in the Declaration and are otherwise allowable by law.

8. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

9. Voting Rights. The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of the Declaration, and shall be entitled to one vote for each Lot owned. 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, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A members on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) three (3) years from the date of the conveyance of the first lot.

10. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association.

11. Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

12. Duration. The corporation shall exist perpetually.

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

14. 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.

15. This is a Mutual Benefit Corporation, will have members and is non-secular.

DATED this 21st day of February, 1990.

Douglas A. Brace, Incorporator