

State of Tennessee



Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

"PAGODA CONDOMINIUM ASSOCIATION, INC."

which was filed in this office on August 2, 1983

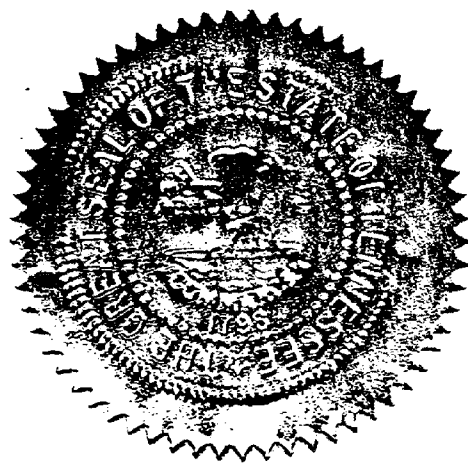
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IDENTIFICATION REFERENCE

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FELIX Z. WILSON, II, REGISTER
DAVIDSON COUNTY, TN



IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 5th day of August in the year of our Lord nineteen hundred Eighty-Three

Gentry Crowell
Secretary of State

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CHARTER
OF
PAGODA CONDOMINIUM ASSOCIATION, INC.

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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 "PAGODA CONDOMINIUM ASSOCIATION, INC.," hereinafter referred to as the "Association".
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 320 Welch Road, Nashville, Tennessee 37211.
4. The Association is not for profit.
5. The purpose for which the Association is organized is to provide an entity, pursuant to Title 66, Chapter 27, Section 101 et seq. as amended, of Tennessee Code Annotated, which may hereinafter be referred to as the "Condominium Act", for the operation of Pagoda Condominium, hereinafter referred to as the "Condominium", located upon the tract of land at 320 Welch Road, Nashville, Tennessee 37211.
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.
9. The Association shall have all of the powers and duties of a condominium homeowners association as set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the Condominium as set forth in the Master Deed establishing the Condominium to be recorded in the Register's Office for Davidson County,

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hereinafter referred to as the "Master Deed," and as it may
be amended from time to time, including, but not limited to, the
following:

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

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

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

(d) To purchase insurance upon the condominium 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 Condominium;

(g) To enforce, by legal means, the provisions of the Condominium Act, Master Deed, this Charter, the By-Laws and the regulations for the use of the condominium property;

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

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

10. 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 Master Deed, 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 Master Deed and the By-Laws.

12. The members of the Association shall consist of all of the Unit Owners in the Condominium, in accordance with the By-Laws.

13. Change of membership in the Association shall be consummated by the transfer of title to a 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 member's Unit. BOOK 6110 PAGE 101

15. The aggregate number of votes for all members of the Association shall be 110, and 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 determined by the 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.

18. The first election of directors shall not be held until July 12, 1984. 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.

20. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon him, in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or

malfeasance in the performance of his duties; provided that, in the
event of a settlement, the indemnification herein shall apply only when
the Board of Directors approves such settlement and reimbursement as
being for the best interests of the Association. The foregoing right of
indemnification shall be in addition to, and not exclusive of, all
other rights to which such director or officer may be entitled.

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21. The By-Laws have been adopted by Pagoda Associates as
"Declarant" of the Condominium, and by the Incorporator.

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

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(a) Notice of the subject matter of a proposed amend-
ment 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 75% of the votes of the entire membership of the
Association, or, (ii) not less than 80% 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 quali-
fications 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 1ST day of August, 1983.

Stephen C. Baker
Stephen C. Baker, Incorporator