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CHARTER OF

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2002 JUN -6 AM 10:30 HARDISON HILLS HOMEOWNERS ASSOCIATION

The undersigned natural person, having capacity to contract and acting as the incorporator of a corporation under the Tennessee Nonprofit Corporation Act, adopts the following charter for such corporation:

1. The name of the corporation is Hardison Hills Homeowners Association, Inc.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be 124 1st Avenue South, Franklin, Tennessee 37064.
4. The corporation is not for profit. The corporation is a mutual benefit corporation.
5. The name and address of the incorporator of the corporation is John Y Franks, 124 1st Avenue South, Franklin, Tennessee 37064.
6. The purpose for which the corporation is organized is (a) to constitute the "Association" as defined in the Declaration of Covenants, Conditions, and Restrictions for Hardison Hills of record at Book 2469, page 611 in the Register's Office for Williamson County, Tennessee (the "Declaration"), and (b) to promote the health, safety and welfare of the residents within the Properties (as described and defined in the Declaration) and any additions to the Properties as may hereafter be brought within the jurisdiction of this corporation by amendment to the Declaration. For these purposes the corporation may:
 - (i) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration;
 - (ii) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration, and pay all expenses in connection with or incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;
 - (iii) 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 corporation;
 - (iv) Own, manage, preserve and develop the Common Area, as defined in the Declaration;
 - (v) Borrow money, mortgage, pledge, encumber or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred
 - (vi) Have and exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Tennessee Nonprofit Corporation Act by law may now or hereafter have or exercise; and
 - (vii) Enforce by legal action suits on behalf of the corporation.

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 subparagraph of this Section 6 are independent powers, not to be restricted by reference to or inference from the terms of any other subparagraph or provision of this Section 6.

7. The corporation shall have members. The members of the corporation shall consist of all of the Owners (as defined in the Declaration) of the Lots. The membership of a member shall terminate upon the sale, transfer, or other disposition of his or its ownership interest in a Lot. Change of membership in the corporation shall be consummated by the transfer of title to a Lot as set forth in the Declaration. Membership shall not terminate upon the death or termination of existence of any member. Each membership is transferable, but only to the extent set forth in Article 8 hereof.

8. Every person or entity owning of record or hereafter acquiring either the entire fee title or an undivided interest in the fee title to any Lot shall be a member of the corporation. (The foregoing is not intended to include persons or entities holding an interest in a Lot merely as security for the performance of an obligation.) Membership shall be appurtenant to the ownership of a Lot and a member's interest in the corporation and cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the ownership of a Lot.

9. The corporation shall have two classes of members, designated as Class A and Class B as follows:
Class 'A'. Class "A" Members shall be all Owners of Lots situated within the Properties with the exception of the Class "B" Members, if any.
Class "B". Class "B" Members shall be Carter Development, LLC (the "Declarant") and any successor of Declarant who takes title for the purpose of development and sale and who is designated as such in an instrument recorded as an amendment to the Declaration in the Register's Office for Williamson County, Tennessee executed by Declarant or its successor. The voting rights of the members shall be set out in the Bylaws adopted by the corporation as the same may be amended from time to time.

10. A quorum of Members for any meeting of the Members shall be constituted by Members represented in person or by proxy and holding a majority of the votes entitled to be cast at such meeting.

11. The corporation shall be governed by a Board of Directors. The number of Directors shall be as provided in the Bylaws of the corporation. No Director shall receive compensation for any service rendered to the corporation in that person's capacity as Director

12. The Board of Directors is expressly authorized to (a) take, on written consent without a meeting, any action which it could take by means of a regularly called and held meeting, provided that such written consent sets forth the action so taken and is signed by all the directors; (b) adopt, amend, restate, or repeal any of the corporation's bylaws; (c) by a vote of a majority of the entire Board of Directors, remove a member of the Board with cause.

13. The corporation shall be a mutual benefit corporation. The corporation may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of the eligible votes to which all members are entitled, regardless of the class of membership. Upon the dissolution of the corporation, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, donate all remaining assets to the successor entity which serves as the Association under the Declaration, or in the event no such entity exists, to the City of Franklin to be used for purposes for which this corporation was created. In the event that such donation is not accepted, such assets shall be conveyed and assigned to any non-profit corporation, association, trust or other organization that is devoted for such purposes.

14. Every Director or Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on such Director or Officer in connection with any action, suit, or other controversy or proceeding to which he or she may be made a party, or may become involved, by reason of being or having been a Director or Officer of the Association, except in cases where such Director or Officer is adjudged to be guilty of willful misfeasance, malfeasance, misconduct or bad faith in the performance of his or her duties of office; provided, that in the event of a settlement of any such controversy or proceeding, the indemnification herein shall apply only when the Board of Directors approves such settlement and any related reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any Director or Officer may be entitled.

15. A Director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision does not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for a distribution to members that is unlawful. If Tennessee law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of Directors, the liability of a Director of the corporation shall be eliminated or limited, without the necessity of further amendment of this Charter, to the fullest extent permitted by Tennessee law. Any repeal or modification of the provisions of this Section 15 shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

16. The address of the registered office and the registered agent for the corporation shall be John Y. Franks, 124 1st Avenue South, Franklin, Williamson County, Tennessee 37064.

17. The following persons are to serve as initial directors of the corporation until the first meeting of the members of the corporation, or until their successors are elected and qualified:

<u>Name</u>	<u>Mailing Address</u>
John Y. Franks	1406 Coleman Road Franklin, Tennessee 37064

O. Alvin Basel, III

1436 Willowbrooke Circle
Franklin, Tennessee 37064

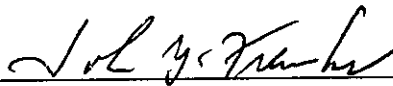
J. N. Franks, III

130 Dallas Boulevard
Franklin, Tennessee 37064

18. The powers of the incorporator are to terminate upon the filing of this Charter.

19. As long as a Class B membership continues to exist, the following actions of the corporations shall require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties to the Properties, mergers and consolidations of the corporation, mortgaging of the Common Area, dissolution of the corporation, and amendment to the Charter.

20. This Charter may be amended by a sixty-seven percent (67%) affirmative vote by the Members. Any amendment shall not become effective until recorded in the Register's Office of Williamson County, Tennessee.


John Y. Franks, Incorporator

State of Tennessee, County of WILLIAMSON
Received for record the 06 day of
JUNE 2002 at 11:12 AM. (REC# 478600)
Recorded in official records
Book 2470 Pages 921- 924
Notebook 69 Page 247
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 7.00, Total \$ 7.00,
Register of Deeds SADIE WADE
Deputy Register JENNY LANEY