

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

File 1

DATE: 11/06/90
REQUEST NUMBER: 1983-0936
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 11/06/90 1320
EFFECTIVE DATE/TIME: 11/06/90 1320
CONTROL NUMBER: 0234304

TO:
ALAN L. SATURN ATTORNEY
212 3RD AVENUE NORTH
NASHVILLE, TN 37201

BOOK 8232 PAGE 501

RE:
POPLAR RIDGE HOMEOWNERS' ASSOCIATION
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 STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR (EFFECTIVE JULY 1, 1990). ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THAT DETERMINATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR 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.

705
IDENTIF. TRACED
Nov 6 2 30 PM '90
FELIX Z. JAMESON
DAVIDSON COUNTY, TN

RECORDED'S MEMO
Legibility of Writing, Terms or Printing on This Document Unsatisfactory When Received

FOR: CHARTER - NONPROFIT

FROM:
ALAN L. SATURN ATTORNEY
212 3RD AVENUE NORTH
NASHVILLE, TN 37201

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RECEIVED: \$50.00

ON DATE: 11/06/90

RECEIPT NUMBER: 00001134083
ACCOUNT NUMBER: 00009480



SS-4458

Bryant Millsaps

BRYANT MILLSAPS
SECRETARY OF STATE

FILED

C H A R T E R
O F

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POPLAR RIDGE HOMEOWNERS' ASSOCIATION

The undersigned person(s) under the Tennessee Nonprofit Corporation Act adopt(s) the following charter for the above listed corporation:

1. The name of the corporation is POPLAR RIDGE HOMEOWNERS' ASSOCIATION

2. ~~The corporation is a public-benefit corporation.~~

This corporation is a mutual benefit corporation.
[NOTE: Please strike the sentence which does not apply to the corporation.]

3. ~~This corporation is a religious corporation.~~

This corporation is not a religious corporation.
[NOTE: Please strike the sentence which does not apply to the corporation.]

4. (a) The complete address of the corporation's initial registered office in Tennessee is
6529 Radcliff Drive, Nashville, Tennessee 37215

Street Address _____ City _____ State, Zip Code _____
County of Davidson

[NOTE: A street address and a zip code are both required by Tennessee Code Annotated Section 48-52-102(a)(4).]

(b) The name of the initial registered agent, to be located at the address listed in 4(a), is
JOEL C. WILSON

5. The name and complete address of each incorporator is:
JOEL C. WILSON 6529 Radcliff Drive, Nashville, Tennessee 37215

Name _____ Address _____ Zip Code _____

Name _____ Address _____ Zip Code _____

Name _____ Address _____ Zip Code _____

[NOTE: An address and zip code are both required by Tennessee Code Annotated Section 48-52-102(a)(5).]

6. The complete address of the corporation's principal office is:
6529 Radcliff Drive, Nashville, Tennessee 37215

Street Address _____ City _____ State/Country _____ Zip Code _____

[NOTE: A street address and a zip code are both required by Tennessee Code Annotated Section 48-52-102(a)(6).]

7. This corporation is a nonprofit corporation.

8. ~~This corporation will have members.~~

This corporation will have no members.
[NOTE: Please strike the sentence which does not apply to the corporation.]

9. Insert here the provisions regarding the distribution of assets upon dissolution. See Attached

10. Other provisions: See Attached

[NOTE: Insert here any provision(s) desired and permitted by law. Examples: names and addresses of persons serving as the initial board of directors, purpose(s) of the corporation, management or regulation of affairs of the corporation, provision limiting the personal liability of directors for monetary damages for breach of fiduciary duty, etc. See Tennessee Code Annotated Section 48-52-102(b).]

11/3/90
Signature Date

Joel C. Wilson
Incorporator's Signature

JOEL C. WILSON
Incorporator's Name (typed or printed)

ARTICLES OF INCORPORATION
OF
POPLAR RIDGE HOMEOWNERS' ASSOCIATION

In compliance with the requirements of The Laws of the State of Tennessee, the undersigned, all of whom are residents of Nashville, Davidson County, Tennessee and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is ~~POPLAR RIDGE~~ HOMEOWNERS' ASSOCIATION, hereafter called the "Association".

ARTICLE II

The Corporation's initial registered office and principal office is in Davidson County, Tennessee. The street address and Zip Code of the corporation's initial registered office is 6529 Radcliff Drive, Nashville, Tennessee 37215. The initial registered agent of the corporation located at that address is Joel C. Wilson.

ARTICLE III

This Association is a mutual benefit corporation.

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 maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

5531 1981
STATE
NOV - 5 1981
All that property shown on the Plat of POPLAR RIDGE, a Planned Unit Development, as of record in Plat Book 7900, page 151, 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 thereafter be brought within the jurisdiction of this Association 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, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of Register of Deeds, Davidson County, 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;

(f) participate in mergers and consolidations with other nonprofit 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.

ARTICLE V

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.

ARTICLE VI

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VOTING RIGHTS

75-1-102
STATE OF ALABAMA
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SHIP:

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, 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 membership 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) on April 15, 1991.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

WILLIAM D. MAXFIELD.

P. O. Box 100926, Nashville, TN. 37224

JOEL C. WILSON

6529 Radcliff Drive, Nashville, TN. 3721

PHILIP BOYER

P. O. Box 150224, Nashville, TN. 37215

At the first annual meeting the members shall elect two directors for a term of one year, one director for a term of two years, and at each annual meeting thereafter the members shall elect the directors whose term is ended.

ARTICLE VIII

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 nonprofit corporation, association, trust or other organization to be devote to each similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

RECORDED
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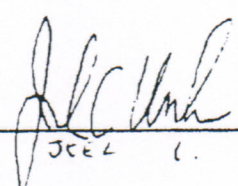
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ARTICLE XI

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 3rd day of November, 1990.



J. C. WILSON