

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

DATE: 06/14/99  
REQUEST NUMBER: 3695-3375  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 06/11/99 1408  
EFFECTIVE DATE/TIME: 06/11/99 1408  
CONTROL NUMBER: 0372364

TO:  
JOHN T. COOK  
2927 BERRY HILL DR.  
  
NASHVILLE, TN 37204

RE:  
MCKAY'S MILL MASTER ASSOCIATION INC.  
CHARTER - NONPROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

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. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. 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. 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.

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FOR: CHARTER - NONPROFIT

ON DATE: 06/14/99

FROM:  
JOHN T. COOK, P.C.  
2927 BERRY HILL DR.  
  
NASHVILLE, TN 37204-0000

RECEIVED:            FEES            \$0.00  
                         \$100.00            \$0.00  
TOTAL PAYMENT RECEIVED:            \$100.00

RECEIPT NUMBER: 00002508909  
ACCOUNT NUMBER: 00203911



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

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SECRETARY OF STATE

**CHARTER**

**OF**

**MCKAY'S MILL MASTER ASSOCIATION, INC.**

Pursuant to the provisions of Section 48-52-101, et. seq., of the Tennessee Non-Profit Corporation Act, as amended, the undersigned incorporator delivers the following charter for filing with the Secretary of State:

**ARTICLE I**

The name of the corporation is McKay's Mill Master Association, Inc.

**ARTICLE II**

The corporation is a mutual benefit corporation and is not organized for profit.

**ARTICLE III**

The address of the principal office of the corporation in the State of Tennessee is 381 Mallory Station Road, Suite 200, Franklin, TN 37067.

**ARTICLE IV**

The address of the registered office of the corporation shall be 381 Mallory Station Road, Suite 200, Franklin, TN 37067. The registered agent at that office shall be Denzel H. Carbine.

**ARTICLE V**

The purposes for which the corporation is organized are:

- (a) To operate, manage, maintain and administer the affairs of McKay's Mill (hereinafter referred to as "McKay's Mill"), established pursuant to that certain Declaration of Protective Covenants and Owners' Association for Reunion dated March 31, 1998, filed for record in Book 1649, Page 349, Register's Office for Williamson County, Tennessee, as modified by instrument changing the name of the development from Reunion to McKay's Mill as of record in Book 1833, page 395, said Register's Office, (hereinafter referred to as the "Declaration").
- (b) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of McKay's Mill in accordance with the Declaration.

**ARTICLE VI**

The corporation is to have members, and each Owner, as that term is defined in the Declaration, shall be a member of the corporation and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation. Certain other persons (not owners or residents in McKay's Mill) may be afforded access to the amenities operated by the corporation but those individuals shall be considered licensees and not as members.

**ARTICLE VII**

(a) The share of an Owner in the funds and assets of the corporation cannot be assigned, pledged, or transferred in any manner except as an appurtenance to his Lot in McKay's Mill.

(b) Each Owner shall be entitled to a vote, in accordance with the Lot Classification set forth in the Declaration.

(c) No Owner other than the Developer shall be entitled to vote at any meeting of the corporation until he has presented evidence of ownership of a Lot in McKay's Mill to the corporation. The vote of each Owner may only be cast by such Owner or by a proxy given by such Owner to his duly authorized representative. If title to a Lot shall be in the name of two or more persons as Owners, any one of such Owners may vote as the Owner of the Lot at any meeting of the corporation and such vote shall be binding on such other Owners who are not present at such meeting until written notice to the contrary has been received by the corporation, in which case the unanimous action of all such Owners (in person or by proxy) shall be required to cast their vote as Owners. If two or more of such Owners are present at any meeting of the corporation, then unanimous action shall also be required to cast their vote as Owners.

(d) A Owner in default with respect to any provision of the Declaration shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

(e) Defined terms used in the Declaration shall have the same meanings ascribed to them herein.

**ARTICLE VIII**

(a) The number of Directors of the corporation shall be fixed by the Bylaws of the corporation but shall not be less than three (3). The Directors of the corporation shall be appointed by the Developer until after transfer of control to the Owners, as provided in the Declaration. After such time, the Directors shall be elected by the members at the annual meeting of members as provided in the Bylaws of the corporation to serve in accordance with the term of office established in such Bylaws.

(b) Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the Directors

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entitled to vote thereon.

(c) The initial Board of Directors shall be composed of the following individuals:

Denzel H. Carbine  
381 Mallory Station Road, Suite 200  
Franklin, TN 37067

Daniel E. Crunk  
381 Mallory Station Road, Suite 200  
Franklin, TN 37067

Kimberly R. Dykes  
381 Mallory Station Road, Suite 200  
Franklin, TN 37067

#### ARTICLE IX

Upon the dissolution of the corporation, all assets of the corporation shall be distributed to a non-profit organization with purposes similar to those of the corporation. Such organization to be chosen by the Board of Directors of the corporation as part of the plan of dissolution of the corporation.

#### ARTICLE X

No provision of this Charter shall be amended or modified unless two-thirds of the Lot Owners, as that term is defined in the Declaration, consent to such change.

#### ARTICLE XI

So long as the developer under the Declaration retains a weighted vote within the corporation, as described in paragraph 4.2 of the Declaration, the corporation shall not participate in any merger or consolidation, mortgage any portion of the Common Areas, amend this Charter or dissolve the corporation without the prior consent of the Secretary of United States Department of Housing and Urban Development or the Director of the Veterans' Administration, as the case may be.

ARTICLE XII

The complete name and address of the incorporator is as follows:

Denzel H. Carbine  
c/o Jones Land Company, LLC  
381 Mallory Station Road, Suite 200  
Franklin, TN 37067

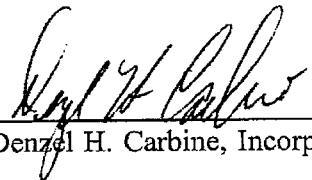
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ARTICLE XIII

No Director of the corporation shall be subject to any personal liability to the corporation or to its members for monetary damages for breach of fiduciary duty in which that Director performs as Director, provided that the Director discharges his duty by acting in good faith, with that degree of care which an ordinary prudent person in like position would exercise and by acting in a manner which that person reasonably believes to be in the best interest of the corporation. In no event, however, is the liability of any Director limited for (i) for any breach of the Director's duty of loyalty to the corporation or to its members, (ii) acts or omissions not in good faith or which involve intentional misconduct, or (iii) unlawful actions.

IN WITNESS WHEREOF, the undersigned, having capacity to contract and acting as the Incorporator under the Tennessee Non-Profit Corporation Act, submits the foregoing Charter for McKay's Mill Master Association, Inc.

Dated this 22nd day of April, 1999.

  
Denzel H. Carbine, Incorporator

MCKAYS2.CHT

State of Tennessee, County of WILLIAMSON  
Received for record the 21 day of  
JUNE 1999 at 8:34 AM. (RECH# 327851)  
Recorded in official records  
Book 1860 pages 734- 738  
Notebook 62 Page 217  
State Tax \$ .00 Clerks Fee \$ .00,  
Recording \$ 7.00, Total \$ 7.00.  
Register of Deeds SADIE WADE  
Deputy Register SHERRY ANDERSON