



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

River Plantation Section Eleven Condominiums Homeowners
Association, Inc.
2400 Crestmoor Drive
Nashville, TN 37215 USA

June 2, 2010

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

| | | | |
|------------------------|-----------------------------------|-------------------|-----------------|
| Control # : | 632582 | Formation Locale: | Davidson County |
| Filing Type: | Corporation Non-Profit - Domestic | Date Formed: | 06/02/2010 |
| Filing Date: | 06/02/2010 3:56 PM | Fiscal Year Close | 12 |
| Status: | Active | Annual Rpt Due: | 04/01/2011 |
| Duration Term: | Perpetual | Image # : | 6727-0187 |
| Public/Mutual Benefit: | Mutual | | |

Document Receipt

| | | |
|--|-------------|----------|
| Receipt # : 191095 | Filing Fee: | \$100.00 |
| Payment-Check/MO - ORTALE, KELLEY, HERBERT & CRAWFORD, Nashville, TN | | \$100.00 |

Registered Agent Address

River Plantation Section Eleven Condominiums
Homeowners Association, Inc.
2400 Crestmoor Drive
Nashville, TN 37215 USA

Congratulations on the successful filing of your **Charter for River Plantation Section Eleven Condominiums Homeowners Association, Inc.** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett, Secretary of State
Business Services Division

Processed By: Cheryl Donnell

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T. NE HANLEY
SECRETARY OF STATE

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**CHARTER
OF
RIVER PLANTATION SECTION ELEVEN
CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Tennessee Nonprofit Corporation Act, the undersigned natural person, of Nashville, Davidson County, Tennessee, has this day voluntarily formed a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is River Plantation Section Eleven Condominiums Homeowners Association, Inc., hereafter referred to as the "Association".

ARTICLE II

This corporation is a mutual benefit corporation.

ARTICLE III

The name and address of the corporation's initial registered agent and office is:

River Plantation Section Eleven Condominiums Homeowners
Association, Inc.
c/o David Floyd & Associates, Inc.
2400 Crestmoor Drive
Nashville, Davidson County, Tennessee 37215

ARTICLE IV

The name and address of the incorporator is:

Gerald C. Wigger, Attorney at Law
200 Fourth Avenue North, Third Floor Noel Place
Nashville, Davidson County, Tennessee 37219

ARTICLE V

The principal office of the corporation is located at 2400 Crestmoor Drive, Nashville, Davidson County, Tennessee 37215.

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ARTICLE VI

The Association does not contemplate pecuniary gain and is organized as a corporation not for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private individuals or persons, except that the corporation shall be authorized and empowered to (a) pay reasonable compensation for goods and services rendered, (b) rebate excess membership dues, fees or assessments, and (c) make payments in furtherance of the purposes set forth herein.

ARTICLE VII

The corporation will have members. Every person or entity who is a record owner of a fee or undivided fee interest in any apartment/unit which is subject 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 apartment/unit which is subject to assessment by the Association. Ownership of an apartment/unit shall be the sole qualification for members, and a membership shall not be transferable other than as it is appurtenant to ownership of an apartment/unit. When more than one (1) person holds an interest in an apartment/unit, only one (1) certificate of membership shall issue and the rights and privileges accruing to such membership shall be assigned among the owners as they may agree.

ARTICLE VIII

This corporation is organized for the purpose of providing for the ownership, operation, maintenance, preservation, development, and control of all property known as RIVER PLANTATION, SECTION ELEVEN as established by (1) a Master Deed, of record in Book 10628, Page 661, Register's Office for Davidson County, Tennessee (the "Register's Office"), and (2) By-Laws, of record in Book 10628, Page 677, in said Register's Office, both of which as amended or supplemented, for the benefit and use of the owners and residents of the apartments/units indicated thereon and in pursuit thereof to:

- a. 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 accordance with the law and in connection with the purposes of this corporation;

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b. Fix, levy, collect and enforce payment by any lawful means of all charges and assessments levied or assessed against members of the corporation and to pay all expenses incident to the conduct of the business of the corporation including all licenses, taxes, or other charges levied against the property of the corporation;

c. Borrow money and mortgage, pledge, or deed in trust any or all of its real or personal property as security for money borrowed for debts incurred;

d. Contract or otherwise provide for necessary or desired maintenance, or improvement, repair, restoration or alteration of its real and personal property, and to purchase, if necessary, equipment, and employ personnel to achieve these purposes;

e. Represent and promote the welfare of the owners and residents of the apartment/units located within RIVER PLANTATION, SECTION ELEVEN and to have and exercise any and all rights, powers, and privileges which a corporation not for profit organized under the Tennessee General Corporation Act may now or hereafter have or exercise; and

f. Generally engage in any other lawful endeavor or activity in furtherance of the foregoing, so long as such endeavor or activity does not prevent the corporation from being, or maintaining its status as, a homeowners association as defined by Section 528 (c)(1) of the Internal Revenue Code of 1986 or corresponding section of any future income tax code.

ARTICLE IX

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the votes of all eligible members. Upon dissolution of the Association, after all creditors of the corporation have been paid, any excess membership dues, fees or assessments have been rebated, its assets shall be distributed to the then current unit owners.

ARTICLE X

The corporation shall exist perpetually.

ARTICLE XI

The affairs of the Association shall be managed by a Board of Directors, who must be members of the Association. The number of Directors shall be as set forth in the By-Laws, as

modified or amended. Any reference to the "Board of Managers" or "Board" or "Managers" in the Master Deed or By-Laws shall be construed to have the same meaning as the terms "Board of Directors" or "Directors" as contemplated herein and Tenn. Code Ann. § 48-51-201.

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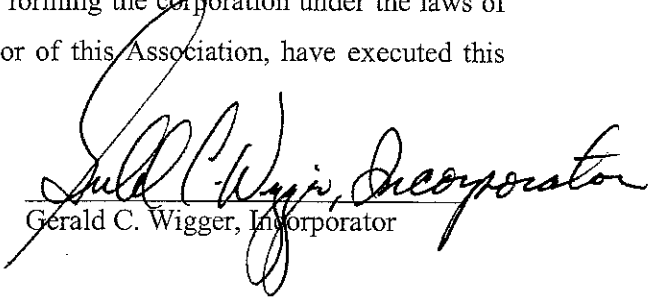
ARTICLE XII

This Charter may be amended upon the approval of at least two-thirds (2/3) vote of eligible members, however, this Charter may be amended unilaterally by the Board of Directors at any time as permitted under Tenn. Code Ann. §§ 48-51-101 *et seq.*

ARTICLE XIII

To the extent allowed by the laws of the State of Tennessee, no present or future directors of the corporation (or his or her estate, heirs and personal representatives) shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director shall be further eliminated to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended. With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each present and future director and officer to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

IN WITNESS WHEREOF, for the purpose of forming the corporation under the laws of the State of Tennessee, I, the undersigned incorporator of this Association, have executed this Charter this 2nd day of June, 2010.


Gerald C. Wigger, Incorporator

This Instrument has been filed by the Incorporator at the direction of and from information provided by the apartment/unit owners of River Plantation Section Eleven