

STEVE HALL  
REGISTER OF DEEDS  
KNOX COUNTY

CHARTER

OF

BERKELEY PARK HOMEOWNERS' ASSOCIATION, INC.

RECEIVED  
FEB 26 PM 1:29  
FILED  
CLERK OF THE  
STATE

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 said corporation:

ARTICLE I

The name of the corporation is BERKELEY PARK HOMEOWNERS' ASSOCIATION, INC., hereinafter called ASSOCIATION. This is a non-profit, mutual benefit corporation

ARTICLE II.

The principal office of the ASSOCIATION is located at Cobble Realty, 10255 Kingston Pike, Knoxville, Knox County, Tennessee 37922.

ARTICLE III.

Phil Cobble, whose address is c/o Cobble Realty, 10255 Kingston Pike, Knox County, Knoxville, Tennessee 37922, is hereby appointed the initial registered agent of the ASSOCIATION.

ARTICLE IV.

The name and address of the incorporator shall be:

Farrell A. Levy  
Attorney at Law  
10805 Kingston Pike, Suite 200  
Knox County  
Knoxville, Tennessee 37922

ARTICLE V.

The ASSOCIATION does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for the maintenance, preservation, and architectural control of the residence lots within that certain tract of property known as BERKELEY PARK, and to promote the health, safety, and welfare of the residents within the above-described property and any addition thereto as may hereafter be brought within the jurisdiction of this ASSOCIATION, and for this purpose to:

A. Exercise all powers and privileges and to perform all of the duties 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 in the Knox County Register of Deeds Office on January 19, 1999 in WB 2313, at Page 388, said DECLARATION and being incorporation herein as if set forth verbatim;

INST: 69094 CH 134 PG: 576  
REC'D FOR REC 03/05/1999 15:29:04 KNOX CO. TN  
RECORD FEE: \$ 5.00  
MORTGAGE TAX: \$ 0.00 TRANSFER TAX: \$ 0.00

RECEIVED  
STATE OF TENNESSEE  
JAN 28 11:29  
J. B. JAWELL  
SECRETARY OF STATE

B. have all powers permitted to be exercised by a nonprofit corporation and have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is organized, and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth in the DECLARATION and By-Laws.

#### ARTICLE VI.

The ASSOCIATION will have members. Every owner of a lot which is subject to the DECLARATION shall be a mandatory 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 the DECLARATION shall pass automatically to an Owner's successor in-title to the lot.

#### ARTICLE VII.

##### VOTING RIGHTS

The ASSOCIATION shall have two classes of voting members:

**Class A.** Initially, the Class A members shall be all Owners, with the exception of the Developer, 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

**Class B.** The Class B member shall be the Developer and shall be entitled to one (1) vote for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following events:

- (a) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; or
- (b) seven (7) years from the date of the DECLARATION is filed of record in the Register's Office for Knox County, Tennessee; or
- (c) when, in its discretion, the Developer so determines.

#### ARTICLE VIII.

##### BOARD OF DIRECTORS

The affairs of the ASSOCIATION shall be managed by a Board of Directors which shall initially consists of five (5) Directors. The directors shall be owners of lots or spouses of such owners; provided, however, that no owner and his or her spouse may serve on the Board at the same time. Notwithstanding the above so long as there shall be a Class B member of the ASSOCIATION, the directors need not be owners of lots. The precise number of directors shall be fixed from time to time by resolution of the Board.

The elections and nominations of the members of the Board of Directors shall be done in the manner prescribed in the DECLARATION.

