

BK/PG: 8567/939-943

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5 PGS : CHARTER	
CHERYL MARTIN 783067 - 21031431	
05/21/2021 - 02:32:31 PM	
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

STATE of TENNESSEE, WILLIAMSON COUNTY

SHERRY ANDERSON

REGISTER OF DEEDS

FILED

B1033 - 1737

**CHARTER OF
RIVER FOREST TOWNHOME OWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Tennessee Nonprofit Corporation Act (the "Act"), the undersigned, having the capacity to contract and acting as the incorporator of a non-profit property homeowners association under the Act, adopts the following Charter for such association:

**ARTICLE I
NAME**

The name of the corporation is River Forest Townhome Owners Association, Inc., hereunder called the "Townhome Association."

**ARTICLE II
MUTUAL BENEFIT CORPORATION**

The Townhome Association is a mutual benefit corporation.

**ARTICLE III
PERIOD OF DURATION**

The Townhome Association's period of duration shall be perpetual.

**ARTICLE IV
INITIAL REGISTERED OFFICE**

The street address, county, and zip code of the Townhome Association's initial registered office is: 7175 Nolensville Road, Suite 202, Nolensville, Williamson County, TN 37135, as may be relocated from time to time. The name of the initial registered agent of the Townhome Association is Desiree Simonetti, who may be located at the registered office and contacted by email at DSimonetti@drhorton.com.

**ARTICLE V
INCORPORATOR**

The name, address, and zip code of each incorporator is: Walter Partain, Young, Williams & Ward, PC, 300 Montvue Road, Knoxville, Knox County, TN 37919.

**ARTICLE VI
PRINCIPAL OFFICE**

The street address and zip code of the principal office of the Townhome Association is: 7175 Nolensville Road, Suite 202, Nolensville, TN 37135.

ARTICLE VII
NON-PROFIT CORPORATION

The Townhome Association is non-profit.

ARTICLE VIII
PURPOSE AND POWERS

This Townhome Association does not contemplate pecuniary gain or profit to the members thereof. The purpose for which the Townhome Association is organized is to operate, manage, maintain, and administer the affairs of that certain townhome development known as River Forest Townhomes in Marshall County, Tennessee and perform all duties and functions of River Forest Townhome Owners Association, Inc., as described in the Declaration of Covenants, Conditions, and Restrictions for River Forest and Declaration of Covenants, Conditions, and Restrictions for River Forest Townhomes recorded or to be recorded in the Register's Office for Marshall County, Tennessee, hereinafter called the "Declaration" and any additions and amendments thereto as may hereafter be brought within the jurisdiction of the Townhome Association, and for this purpose to:

8.1 Exercise all of the powers, rights, and privileges and to perform all of the duties and obligations of the Townhome Association as set forth in the Declaration, as the same may be amended from time to time as therein provided.

8.2 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 Townhome Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Townhome Association.

8.3 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 Townhome Association.

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

8.5 Have and exercise any and all powers, rights, and privileges which a corporation organized under the Act by law may now or hereafter have or exercise.

ARTICLE IX
MEMBERSHIP

The Townhome Association will have members. Every person or entity who is a record owner of a fee or undivided fee interest in any "Townhome Lot," as defined in the Declaration, shall be a member of the Townhome Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation.

Membership shall be appurtenant to and may not be separated from ownership of any Townhome Lot.

ARTICLE X
BOARD OF DIRECTORS

The affairs of this Townhome Association shall be managed by a Board of Directors. The number of directors and the method of electing the same shall be provided in the Bylaws of the Townhome Association.

As provided in Tennessee Code Annotated Section 48-58-501 *et seq.*, all directors and officers of the Townhome Association shall be immune from suit and no present or former director or officer of the Townhome Association shall have any personal liability to the Townhome Association or its members for monetary damages arising from the conduct of the affairs of the Townhome Association, except when such conduct amounts to willful, wanton, or gross negligence. The Townhome Association shall indemnify all current and former directors and officers of the Townhome Association to the maximum extent allowed by law, including, without limitation, advancing expenses pursuant to Tennessee Code Annotated Section 48-58-504, for any and all claims brought against such persons in connection with their actions or inactions in their official capacity as directors and officers of the Townhome Association.

ARTICLE XI
AMENDMENT

Unless a greater vote is required in the Declaration or in accordance with the Act, any amendment to this Charter may be adopted by the lesser of: (i) the affirmative vote of two-thirds (⅔) of the votes cast in person or by proxy by members entitled to vote at a duly called meeting; or (ii) the affirmative vote of more than fifty percent (50%) of the votes of all members entitled to vote. Notwithstanding the foregoing, any such change, modification, or amendment that would change or delete any right, remedy, benefit, or privilege afforded to the Declarant (as defined in the Declaration) under this Charter, the Bylaws of the Townhome Association, or the Declaration shall require the verified written consent of the Declarant upon such instrument in order to be effective.


ARTICLE XII
DISSOLUTION

Unless a greater vote is required in the Declaration or in accordance with the Act, the Townhome Association may be dissolved with the assent given in writing and signed by not less than sixty-seven (67%) of all the members of the Townhome Association entitled to vote. Upon dissolution of the Townhome Association, other than incident to a merger or consolidation, the assets of the Townhome Association shall be distributed to the members. Notwithstanding the foregoing, any such dissolution that would change or delete any right, remedy, benefit, or privilege afforded to the Declarant under this Charter, the Bylaws of the Townhome Association, or the

Declaration shall require the verified written consent of the Declarant upon such instrument in order to be effective.

IN WITNESS WHEREOF, for the purpose of forming the Townhome Association under the laws of the State of Tennessee, the undersigned, constituting the incorporator, has adopted this Charter as of May 6, 2021.

INCORPORATOR:



Walter Partain

True Copy Certification

I, Gay Hughes, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Gay Hughes
Signature

State of Tennessee

County of Knox

Personally appeared before me, Matthew Thomas Anderson, a notary public for this county and state, Gay Hughes who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Matthew Thomas Anderson
Notary's Signature

My Commission Expires: 3-5-22

Notary's Seal (If on paper)

