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5 PGS : CHARTER	
CHERYL MARTIN 783067 - 21031430	
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**

21033-0044 05/10/2021 11:11 AM RECEIVED BY TENNESSEE SECRETARY OF STATE THE RECORDS

**CHARTER OF  
RIVER FOREST HOMEOWNERS 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 Homeowners Association, Inc., hereunder called the "Association."

**ARTICLE II  
MUTUAL BENEFIT CORPORATION**

The Association is a mutual benefit corporation.

**ARTICLE III  
PERIOD OF DURATION**

The Association's period of duration shall be perpetual.

**ARTICLE IV  
INITIAL REGISTERED OFFICE**

The street address, county, and zip code of the 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 Association is Desiree Simonetti, who may be located at the registered office and contacted by email at [DSimonetti@drhorton.com](mailto: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 Association is: 7175 Nolensville Road, Suite 202, Nolensville, TN 37135.

**ARTICLE VII**  
**NON-PROFIT CORPORATION**

The Association is non-profit.

**ARTICLE VIII**  
**PURPOSE AND POWERS**

This Association does not contemplate pecuniary gain or profit to the members thereof. The purpose for which the Association is organized is to operate, manage, maintain, and administer the affairs of River Forest subdivision in Marshall County, Tennessee and perform all duties and functions of River Forest Homeowners 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 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 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 Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the 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 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 Association will have members. Every person or entity who is a record owner of a fee or undivided fee interest in any "Lot," as defined in the Declaration, 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 any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

## **ARTICLE X** **BOARD OF DIRECTORS**

The affairs of this 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 Association.

As provided in Tennessee Code Annotated Section 48-58-501 *et seq.*, all directors and officers of the Association shall be immune from suit and no present or former director or officer of the Association shall have any personal liability to the Association or its members for monetary damages arising from the conduct of the affairs of the Association, except when such conduct amounts to willful, wanton, or gross negligence. The Association shall indemnify all current and former directors and officers of the 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 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 ( $\frac{2}{3}$ ) 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 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 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 Association entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the 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 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 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

B1033-0044 05/10/2021 11:11 AM RECEIVED BY TENNESSEE SECRETARY OF STATE THE HARTSBET

### 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)

