

BYLAWS
Of
PINE BLUFF PROPERTY OWNERS ASSOCIATION
June 25, 2016

ARTICLE I – NAME, LOCATION AND PURPOSE

1. The name of the organization shall be the Pine Bluff Property Owners Association (PBPOA)
2. The boundaries for membership in PBPOA shall be ownership in one (1) or multiple lots 1 through 85 as shown on drawings 1 through 4 of the Pine Bluff Cabin Site Subdivision recorded at the Franklin County Courthouse in Winchester, Tennessee. The Platt is recorded in Books P126, Pages 1 & 2, and P127, Pages 1 & 2.
3. The purposes of this civic, non-profit, non-partisan corporation shall be:
 - a. To protect the residential integrity of the neighborhood.
 - b. To prevent unwanted commercial encroachment into the neighborhood.
 - c. To serve as a liaison between the neighborhood and governmental agencies.
 - d. To promote communication within the neighborhood and with other neighborhoods.
 - e. To promote and encourage the safety, improvement, beautification, and general quality of life in the neighborhood.
4. The PBPOA shall be operated exclusively for such purposes as stated above. No part of the earnings of the PBPOA shall inure to the benefit of any director, officer or member of the PBPOA or any private individual. No substantial part of the activities of the PBPOA shall be the attempt to influence legislation, by propaganda or otherwise. The PBPOA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II – MEMBERSHIP

1. Active Membership. Active membership and payment of dues is required for all new homeowners beginning January 1, 2016. Active membership includes the right to enjoy all benefits provided by the Association. Active members in the Pine Bluff Cabin Sites Subdivision are required to pay annual dues to the Treasurer of the PBPOA. Active members are required to adhere to the guidelines as specified in the PBPOA Bylaws, Rules and Regulations, STATEMENT OF CABIN SITE STANDARDS (Ref. Appendix A) and the PBPOA Amended And Restated Charter (Ref. Appendix C). A copy of the Bylaws and Rules and Regulations shall be

given by the Treasurer to each new active member and a copy posted on the website. Dues are not refundable.

2. Inactive Membership. Only homeowners of record prior to January 1, 2016 may be inactive members. Homeowners who chose not to pay annual dues are entitled to be inactive members of the PBPOA. Inactive members are required to adhere to the PBPOA Bylaws, Rules and Regulations, STATEMENT OF CABIN SITE STANDARDS (Ref. Appendix A) and the PBPOA Amended And Restated Charter (Ref. Appendix C). Any inactive member may become an active member by paying unpaid back dues (maximum of three years) and any unpaid Late Fees, Fines or Special Assessments. Inactive members may attend and participate in the annual meeting but shall have no voting privileges.
3. Honorary Membership. Honorary Membership will no longer be granted. The Board is empowered to grandfather existing honorary member(s) and waive annual dues.
4. Privileges of Dependents. Active members may extend the privileges of the Association to which the member is entitled to all of his/her dependents without any additional fee. A dependent is defined as a spouse, domestic partner, a legal dependent, an unmarried person under the age of 26, or any permanent resident who resides in the member's household.
5. Privileges of Guests. Active members may extend the privileges of the Association to house guest(s) or rentals without any additional fee. At all times, the active member is responsible for the action of house guests, who are not eligible for active membership. Such privileges may be modified or extended at the discretion of the Board of Directors.

ARTICLE III – DUES

1. Amount. Active members of the Association shall pay dues in amounts determined by the Board of Directors for each fiscal year (July 1 – June 30). Multiple lot owners shall pay dues for each “developed” lot and may pay additional dues for each “undeveloped “ lot to receive a vote for each dues paid lot that they own.
2. Entitlements. An active member of the Association whose dues are current is entitled to a vote in all meetings of the Association, to a key to the gate lock in Outlot A, and use of day parking only in the parking lot for Outlot A.
3. Time Payable. Dues are payable on June 1 for the next fiscal year. Renewal of dues are considered delinquent if not paid by June 30, after which time the nonpayment of dues will automatically result in revocation of all entitlements of an active member. Late fees for payment received after August 1 are determined by majority vote of the Board.

ARTICLE IV – SPECIAL ASSESSMENTS

Special Assessments can be made against the active and inactive membership of the Association upon approval by Special Meeting with Mail Ballot to all active members. A majority vote of those who return ballots is required to pass the assessment. Thirty returned ballots shall constitute a quorum. Non-payment of an assessment within 60 days after the meeting in which it was authorized will automatically result in revocation of all entitlements and will result in potential fees, penalties and / or liens against the property.

ARTICLE V – OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. Only active members listed as owners of record on the property deed or their spouses are eligible to serve. The officers shall be elected at the annual meeting of the Association, and shall hold office for a period of two years from the first day of the month following the annual meeting. The President, Secretary and At Large member #1 shall be elected in even numbered years. The Vice President, Treasurer and At Large members #2 and #3 shall be elected in odd numbered years. If the current Vice President is elected to replace the President a new Vice President shall be elected also. The new Vice President will then serve the normal term for that office.

ARTICLE VI – DIRECTORS

1. Number of Directors. The Board of Directors (the Board) shall consist of seven members: the four officers of the Association, and three At Large members elected from the active membership during the annual meeting. The Board shall hold office from the first day of the month following the annual meeting.
2. Board Meetings. The Board shall have a minimum of three regularly scheduled meetings with others as needed and conducted in accordance with the latest edition of Robert's Rules of Order. The agenda of each meeting shall include a call to order, registration of attendance, approval of minutes of previous meeting, old business, reports, new business, and adjournment. Any active member of the Association may attend, unless the Board is in executive session, and may request the privilege of speaking, but will have no vote. Meetings will be held at the home of the current President at 9:00 am. Meetings may be adjusted from the time, schedule or place as deemed necessary by the President. If a meeting date is adjusted or an additional meeting is called, notice must be sent to all members who have listed their email address with the Treasurer when the current annual dues were paid. Members without an active email address must provide a current mailing address.

- a. Second Saturday of August. The agenda for the meeting shall include planning for the year, which may include appointment of committees, special task groups, budgeting, and review of the annual meeting. The Board shall plan the annual Fall Work Day for the maintenance and improvement of the common property, to be held on a day, other than Thanksgiving weekend, designated by the Board.
 - b. Second Saturday of March. The agenda for this meeting shall include a progress report by the President from the Nominating Committee (Ref. Article X #1) and consideration for the approval of the Board of a plan to be submitted by the President for an Annual Work Day Plan for the maintenance and improvement of the common property, to be held on a day, other than a day in the Memorial Day weekend, designated by the Board.
 - c. First Saturday of May. The agenda for this meeting shall include ensuring that the Nominating Committee has the proposed slate of nominees for Association Officers and Directors to be submitted to the entire membership in the annual meeting; a review of plans for the annual meeting, including site, alternate site in case of inclement weather, proposals or recommendations to be submitted to membership for discussion and vote, annual budget to be recommended to membership; and review of the Notice of the Annual Meeting, which shall include date, site, alternate site, current dues, parking lot fee(s) and a response form for members unable to attend. Form to include name, mailing address, email address, phone information, payment of dues notation, name and address of current Treasurer for returning form including dues.
 - d. Private Executive Sessions. These meetings shall be limited to pending litigation; conferences with government officials including, but not necessarily limited to, such entities as Tennessee Valley Authority or Tennessee Department of Environment and Conservation; and disciplinary action as provided for below in Section 5. The President or Secretary shall notify Board members of these sessions seven days prior to the meeting, by verbal communication, email or by mail through the United States Postal Service to be delivered seven days prior to the meeting.
3. Quorum. A majority of the Board shall constitute a quorum.
 4. Vacancies. Should a vacancy occur in the office of President, the Vice President shall assume that position. All other vacancies occurring in the membership of the Board during the fiscal year shall be filled with an active member of the Association for the remainder of the term by the Board on a majority vote.
 5. Authority. The Board shall govern the Association and transact its business in accordance with these Bylaws.
 - a) The Board shall determine rules and regulations in accordance with these bylaws and document such rules and regulations in a document entitled Rules and Regulations of the

Pine Bluff Property Owners. Changes to Rules and Regulations require a majority vote of a quorum of 15 active members at the Annual Meeting, Special Meeting or Special Meeting with Mail Ballot called for such purpose unless otherwise specified in these Bylaws. The Rules and Regulations document is to be made available to all homeowners via neighborhood website, email notification and/or a printed document. Approved changes to the Rules and Regulations document are to be made by the Secretary noting month and year; per Board action, Annual Meeting, Special Meeting or Mail Ballot.

- b) The Board shall propose enforcement procedures including notifications, warnings and penalties for violations of Rules and Regulations and Bylaws. The enforcement procedures are to be approved by majority vote of a quorum at the Annual Meeting, Special Meeting or Special Meeting with Mail Ballot. The Board shall have the power to execute the approved enforcement procedures to fix penalties or designate forfeitures which shall arise under the charter or the bylaws by reason of the acts or omissions of members.
 - c) The Board shall have the authority to expel or suspend any active member or board member for the violation of provisions of the charter or bylaws for any conduct deemed improper or prejudicial to the interest of the Association, such action requiring a two-thirds vote of the Board members at a called Board meeting.
6. Management of Assets. The Board shall control and manage all property of the Association and the appropriation of its funds.
- a) The Board shall have the authority to create committee(s) to assist in the management of the Association and shall define the powers and duties of these committees.
 - b) The Board shall propose Rules and Regulations for the authorization of use and management of Outlot A dock space and facilities to be approved at the Annual Meeting, Special Meeting or Special Meeting with Mail Ballot by majority vote of a quorum.
 - c) The Board shall determine any fees and regulations for use of the parking lot and other facilities by majority vote of the Board.
 - d) The Board shall propose Rules and Regulations pertaining to pets, unsightly garbage, unkept property, storage of automobiles, boats, trailers, and other vehicles and equipment. Such Rules and Regulations to be approved at the Annual Meeting, Special Meeting or Special Meeting with Mail Ballot by majority vote of a quorum.

ARTICLE VII – RESPONSIBILITIES OF OFFICERS

- 1. President and Vice President. The President shall preside at all meetings of the Association or the Board, and shall appoint all committees and exercise general supervision and executive direction in executing the policy of the Association. In the absence of the President, the Vice President shall assume his or her duties.

2. Secretary. The Secretary shall have custody of all documents of the Association except those for which the Treasurer is responsible. The Secretary shall: (a) keep the minutes of the meetings of the Association and of the Board; (b) conduct all correspondence of the Association; (c) report all applications for membership or resignations from membership to the Board; (d) maintain a record of the name, address, email address, lot number(s) and telephone number of all Association members; (e) direct all official mail to the last address provided by an active member; and (f) make available registration forms.
3. Treasurer. The Treasurer's duties and responsibilities are three-fold, as follows:
 - a. Fiduciary. Responsible for all money of the Association and for keeping the accounts of the Association and reporting thereon to the Board upon its request. The accounts maintained shall be audited annually by a member of the Association appointed by the Board. The Treasurer collects all moneys due the Association and pays all invoices approved by the chairperson of the appropriate committee or appropriate Board member. Checks in excess of pre-determined Board specified dollar amount (Ref. Addendum) must be signed by the two officers authorized to sign checks.
 - b. Collections. Responsible for mailing to members statements of any indebtedness they have to the Association.
 - c. Annual Budget. Prepares the annual budget, in conjunction with the Board and after receiving input from all appropriate committees of the Association. The proposed annual budget shall be presented to and approved by the board at the board meeting prior to the annual meeting. The annual budget for any major project(s) estimated to exceed amount specified in the addendum, is subject to approval by a majority of active members at the annual meeting prior to the start of the fiscal year.
 - d. Reimbursements To The Treasurer. Checks written to reimburse the Treasurer for incurred expenses shall be signed by the second officer authorized to sign checks.

ARTICLE VIII – MEETINGS OF THE MEMBERSHIP OF THE ASSOCIATION

1. Annual Meeting. The annual meeting of the Association shall be held on the second Saturday of June at 12:00 p.m. or at another date during the last two weeks of June at the discretion of the Board and upon two weeks' written notice to the membership. No proxies will be allowed at the annual meeting, and a quorum will consist of the presence of fifteen active members. Annual meetings shall be conducted according to the guidelines of Robert's Rules of Order.
2. Special Meeting. A special meeting of the Association may be called upon (1) a majority vote of the Board, or (2) written request of ten active members. Notices for a special meeting shall

state the business to be presented and that no other business will be transacted. The presence of fifteen active members will constitute a quorum. No proxies will be allowed.

3. Special Meeting with Mail Ballot. A special meeting with a mail ballot of the Association may be called upon a majority vote of the Board or as required by the Bylaws.
 - a. Ballots and documentation of the proposed changes must be sent registered mail or an equivalent service that provides for acknowledgment of delivery to the homeowners address of record and must be returned postmarked within 30 days from mailing. Returned ballots must have an original signature of the homeowner or spouse and shall be kept for a period of 12 months following the vote.
 - b. A mail ballot vote must be preceded by a Special Meeting open to all homeowners to present the changes and answer questions. Said Special Meeting must take place within 30 days prior to a mail ballot vote.
4. Notices of Meetings. Notice and an agenda of any regular or special meeting of the Association shall be given by the Secretary to all active members by email or mail or by telephone number of record at least two weeks prior to the regular or special meeting.

ARTICLE IX – VOTING RIGHTS

Every active member is entitled to one vote on matters put before the Association. Joint ownership of property or multiple lot owners (one or more parcels) in Pine Bluff Cabin Sites Subdivision will constitute one vote. In the event the joint owners cannot agree, then no vote shall be recorded, but their presence at a meeting will count towards the quorum requirements. An owner may receive multiple votes for multiple lots. See Article III section 1.

ARTICLE X – NOMINATIONS AND ELECTIONS

1. Nominating Committee. The nominating committee shall consist of three volunteers from the active membership in attendance at the annual meeting prior to the year of elections. The committee shall select the name of least one active member to nominate for each office to be elected at the annual meeting and shall obtain each nominee's concurrence as pertains to willingness to serve. The committee also shall recommend nominees to fill vacancies on the Board.
2. Elections. Nominations may also be made from the floor for election of officers and directors provided the nominee is present or the nominator can state that he or she has previously obtained the nominee's concurrence that he or she is willing to serve. Election of officers shall be by ballot or voice vote, and a majority of the votes cast shall be necessary for election; a

majority is required for the election of the officers; if a second vote is necessary, a vote may be taken between the top two candidates having the higher number of votes. Election of directors shall be by ballot or voice vote, and the required number of directors having the greater number of votes shall be declared elected.

ARTICLE XI – DECLARATION OF SOVEREIGN RIGHTS

The Association claims sovereign rights to Outlots A and B and to the water rights of Lots 27 through 31 in the Pine Bluff Cabin Sites Subdivision, as defined and restricted in those deeds, for the benefit of members. Use of Outlot A is specifically reserved for active members, their dependents, and their guests. The Philips cemetery located within Outlot B is held in trust for the benefit of heirs and those entitled to its use.

ARTICLE XII – AMENDMENTS TO CHARTER, BYLAWS AND RULES AND REGULATIONS

- a) Amendments to the Charter of the Pine Bluff Property Owners Association and Bylaws of the Pine Bluff Property Owners Association must be approved by Special Meeting with Mail Ballot. The ballot shall be declared a legal ballot of the membership on the basis of a two-thirds majority vote of the returned ballots unless otherwise specified in the bylaws; Thirty returned ballots shall constitute a quorum.
- a) Rules and Regulations may be amended by a majority vote of a quorum at the Annual Meeting, Special Meeting or Special Meeting with Mail Ballot. Fifteen active members shall constitute a quorum.

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Appendix A

1. The STATEMENT OF CABIN SITE STANDARDS are part of the original deeds issued by the Tennessee Elk River Development Agency (TERDA) as Exhibit 1. As stated they are to be carried forth in any subsequent deed of the property. They are placed here for ease of access and clarity. If any discrepancy exist between here and the original issued by TERDA the original shall take precedence.

STATEMENT OF CABIN SITE STANDARDS

This declaration of restrictions and covenants shall apply to Pine Bluff Cabin Site in Franklin County, Tennessee, for the benefit of all property in said development and shall constitute real covenants which shall attach to and run with the land and shall be binding upon anyone who may come into ownership thereof, whether by purchase, devise, decent, or succession.

- A. The premises shall be used for private residence purposes only, and no lot shall be subdivided.
- B. No building other than a single family dwelling and necessary and appurtenant outbuildings shall be constructed or maintained on any one lot.
- C. The principal dwelling unit constructed on any lot shall contain not less than 800 square feet of floor space exclusive of porches, breezeways, carports, and attached garages.
- D. All buildings shall be constructed to comply with material and architectural requirements of the Southern Building Code.
- E. Buildings located adjacent to road rights of way shall be located so as to meet the current setback requirements of the Franklin County Planning Commission or comparable requirements adopted by TERDA.
- F. No basement or foundation of unfinished dwelling shall be used for residence purposes, and no dwelling shall be occupied until construction has been substantially completed.
- G. Trailers, mobile homes, or house trailers shall not be located on any lot.
- H. No building or any portion of a building or any other structure, except water use facilities, constructed at locations and in accordance with plans approved in advance by TERDA and TVA, shall be constructed, placed, moored, or maintained on land located below the 895-foot contour; the first floor and any habitable portion of a dwelling must be above elevation 898 feet. Any plans for construction involving filling between 898 and 895-foot elevations shall conform to plans and specifications approved in advance by TERDA.
- I. All water systems and sewage disposal systems shall be the responsibility of the individual lot owner and shall meet the requirements of the Franklin County Health Department. The lowest portion of such subsurface disposal field shall be installed above elevation 890.

- J. Underground Electrical Service is required on each lot and shall be provided as follows: (1) Each individual lot owner must grant the Duck River Electric Membership Corporation an easement for the location, protection and maintaining of facilities, providing further that no trees will be planted, building erected, or deep excavation made on the easement without coordination with the corporation; subject easement to be executed on Corporation's standard "Right-Of-Way Easement" form in the presence of a Notary Public so as to be suitable for recordation. (2) Each individual lot owner must open and close all trenches, furnish all conduits needed on the Corporation's riser pole, in the trench route where needed, and at the meter base, and furnish and install all trench bedding materials required . . . all in accordance with specifications furnished by Duck River Electric Membership Corporation. (3) Duck River Electric Membership Corporation will furnish and install low voltage service wires suitable for burial in lieu of the conventional overhead service drop. (4) Duck River Electric Membership Corporation will provide metering at or near the designated service point provided the installation has met with approval on all applicable inspections; the meter location will be designated by Duck River Electric Membership Corporation and shall not be moved without the Corporation's permission.
- K. Water-use facilities may not be built until the principal dwelling unit is substantially completed as determined by TERDA.
- L. Plans and specifications for all buildings, including a plot plan showing placement of improvements on the lot, shall be subject to review and approval by TERDA or its agents, and no type of structure shall be erected on any of the lots without TERDA's written approval or written waiver of such rights of review and approval.
- M. In outlot A the agency will construct the access road, launching ramp, and parking area which will be for the use of lot owners in the Pine Bluff Cabin Site.
- N. Management of outlot B will be the responsibility of The Property Owners Association except where limited by these cabin site standards or the special warranty deed of which these are a part.
- O. Each and all of the restrictions and covenants herein contained shall be for the benefit of Grantor, and their successors in title and assigns, and any and all of said restrictions may be enforced either in law or in equity by any one or a number of all of the persons who may from time to time be owner or owners of lots in the Pine Bluff Cabin Site, and furthermore, said restrictions and covenants likewise may be enforced by the Pine Bluff Property Owners Association.
- P. Owners of lots in Pine Bluff Cabin Site are members of the Pine Bluff Property Owners Association, a non-profit corporation, subject to the restrictions and requirements set forth in said corporation's charter which is recorded in Trust Deed Book _____, Page _____, in the Register's Office of Franklin County, Tennessee. (Reference Appendix B)

Appendix B

Original PBPOA Charter Of Incorporation

Recorded in Book T248 Pages 933 - 937

MAY 17, 1976

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STATE OF TENNESSEE CHARTER OF INCORPORATION

Be it known that the undersigned do hereby apply for a Charter of Incorporation to constitute themselves a body politic under the authority of Title 48 of the Tennessee Code Annotated with particular reference to Section 48-1105(1)-(6) and Section 48-1106.

ARTICLE I

The name of the corporation shall be PINE BLUFF
PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The principal place of business and the mailing address of the corporation shall be Pine Bluff Cabin Sites Subdivision, Route 1, Winchester, Tennessee 37398.

ARTICLE III

This corporation is organized not-for-profit.

ARTICLE IV

The purpose or purposes of this corporation shall be to initiate and implement worthwhile programs of community interests and benefit to the property owners in the Pine Bluff Cabin Sites Subdivision.

ARTICLE V

Persons owning a lot in the Pine Bluff Cabin Sites Subdivision shall be eligible for membership in this corporation.

SWAFFORD, DAVIS
& PETERS
Attorneys at Law
Winchester, Tenn.

See Amended and Re-stated Charter in Trust Book 513, page 690. LDR 7-20-98

MAY 17 AM '76

Ownership shall be determined by reference to the record owner of the lots as recorded in the Register's Office of Franklin County, Tennessee. On all matters of business, the person or persons owning a lot shall be entitled to one vote for each lot owned. Any person eligible for membership in the corporation shall be a proper incorporator.

At a convenient time after the registration of this charter with the Secretary of State and the Register of Deeds, the incorporators shall publish notice in a newspaper of general circulation in Franklin County, Tennessee, that a meeting of the eligible members will be held for the purpose of approving this charter, adopting bylaws and electing the first Board of Directors. The Board of Directors shall be made up of not less than three persons nor more than fifteen as may be fixed from time to time by the membership or the bylaws. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, but the Secretary and Treasurer may be one person.

ARTICLE VI

The members of the corporation may voluntarily vote to surrender the charter and dissolve this corporation at any time by the conveyance of all of its assets to the State of Tennessee, Franklin County, a municipality within Franklin County, another governmental agency authorized to receive said assets or to another corporation holding a similar charter from the State of Tennessee organized not for profit with similar to those purposes stated herein.

If at anytime the officers, directors and members fail to meet and function for a period of five or more years, any one or more persons eligible for membership herein shall be permitted by publication of notice in a newspaper of general circulation in Franklin County call a meeting of all interested

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MAY 17, 1976

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members for the purpose of reactivating the corporation or dissolving the same and surrendering the charter under the prevailing laws of the State of Tennessee.

ARTICLE VII

Neither the means, assets, income or property of this corporation shall be employed, direct or indirectly for the personal and private profit of any member or other person but on the contrary shall be used only to accomplish the legitimate and legal purposes for which this corporation has been created. Membership in this corporation shall not create any individual or private liability against any of the members for any corporate debts or activities. The only penalty or sanction of a member for the nonpayment of dues or assessments fixed by the officers, directors or members shall be expulsion from voting membership in the activities of the corporation. The individual member or prospective member shall not be personally liable for such dues and assessments against his or her will.

We, the undersigned, the incorporators, hereby apply to the State of Tennessee for a charter of incorporation for the purposes herein stated.

Witness our hands this 1 day of May, 1976.

John J. Benton, Jr.
Richard A. Cannon
Kenneth W. Hise
George W. Hale
Robert E. Chang

Gelle Hanson #1
Robert W. Binkley
Joseph L. Gibson
Baruch E. Whitley
H. A. McDaniel

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Robert P Rhodes

Wilbur Hill

W.A. Williams

James F. Clayton

Robert R. Smith

Mrs. Mack A. Patton

H. L. P. M. Reed

Grover C Crawford

Ralph W. Williams

Carl R. Williams

Perry Trubinger

Charles E. White

Robert A. Dickols

Marshall Gorkin

TERESA
WA (Bill) Smith

STATE OF TENNESSEE, FRANKLIN COUNTY

Register's Office May 28 19 76

I, Mrs. Jean Reed, Register for said County, do certify that the foregoing instrument
and certificate are registered in said office in Franklin County
Book 248 page 933 that they were received May 28 19 76
at 3:15 o'clock P. M. and entered in Note Book N page 130

Jean Reed Register

MAY 17 AM 10 45




Department of State

CERTIFICATE

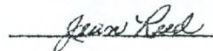
The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of PINE BLUFF PROPERTY OWNERS ASSOCIATION,
(Name of Corporation)
 was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on May Seventeenth, 1976.




 Secretary of State

RECEIVED FOR REGISTRATION May 28, 1976, AT 3:15 O'CLOCK P. M.;
 ENTERED IN NOTE BOOK N, PAGE 130; REGISTER'S OFFICE OF FRANKLIN COUNTY, TN.

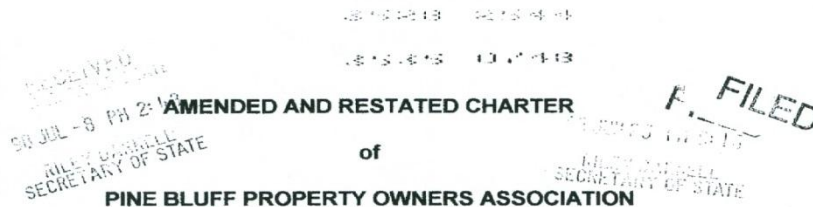
 REGISTER

APPENDIX C

Amended And Restated Charter

Recorded in Book T513 Pages 690 - 692

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Be it known that the undersigned do hereby apply for an Amended and Restated Charter of Incorporation, superseding the original Charter of Incorporation issued by the Secretary of State of the State of Tennessee on May 17, 1976, under the authority granted by §48-1105 (1) - (6) and §48-1106 (now §48-51-101 through §48-68-105), Tennessee Code Annotated, and which also is of record in Trust Deed Book 248, page 933, Register's Office of Franklin County, Tennessee.

1. The name of the corporation shall be PINE BLUFF PROPERTY OWNERS ASSOCIATION.
2. This corporation is a mutual benefit corporation.
3. This corporation is not a religious corporation.
4. The address of the corporation's registered office in Tennessee is 120 West Paradise Drive, Winchester, Franklin County, Tennessee 37398. (The USPS mailing address is P. O. Box 802, Winchester, Tennessee 37398.)
5. The name and addresses of the officers of the corporation are:

President:	Don Curty, 120 West Paradise Drive, Winchester, TN 37398
Vice President:	Dale Stevens, 374 Ridgefield Drive, Winchester, TN 37398
Secretary:	Carol Wiel, 240 Ridgefield Drive, Winchester, TN 37398
Treasurer:	Bill Kuhar, 163 Ridgefield Drive, Winchester, TN 37398
Director:	Geraldine McDaniel, 249 Ridgefield Drive, Winchester, TN 37398
Director:	Jim Strite, 320 Ridgefield Drive, Winchester, TN 37398
Director:	Open (Director has resigned and left area.)
6. The address of the corporation's principal office is 120 West Paradise Drive, Winchester, TN 37398. (The USPS mailing address is P. O. Box 802, Winchester, Tennessee 37398.)
7. This corporation is a non profit corporation.
8. This corporation will have members.
9. The members of the corporation may voluntarily vote to surrender the charter and dissolve this corporation at anytime by the conveyance of all of its assets to the State of Tennessee, Franklin County, a municipality within Franklin County, another governmental agency authorized to receive said assets, or to another corporation holding a similar charter from the State of Tennessee organized not for profit with purposes similar to those stated herein, first providing for corporate debts. If at anytime the officers, directors, and members fail to meet and function for a period of five or more years, any one or more persons eligible for membership herein shall be permitted by publication of notice in a newspaper of general circulation in Franklin County call a meeting of all interested parties for the purpose of reactivating the corporation, or dissolving the same and surrendering the charter under the prevailing laws of the State of Tennessee.
10. The purpose of this corporation shall be to initiate and implement worthwhile programs of community interests, maintenance and improvement of common grounds and facilities in accordance with the bylaws of this corporation.

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SECRETARY

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1998 JUL 13 10 14 AM

11. Eligibility for membership in the corporation shall be evidenced by record of ownership of property located in the Pine Bluff Cabin Sites Subdivision as determined by deeds recorded in the office of the Register of Franklin County, Tennessee. The owner or co-owners of property in the subdivision shall be eligible for a single membership. Voting privileges associated with active and current membership as well as the amount of dues required for membership will be as provided for in the corporation's bylaws.
12. The active membership of the corporation shall have the authority to alter and amend the bylaws of the corporation, which articles shall include, but not necessarily be limited to, Membership; Payment of Dues; Assessments; Officers; Directors; Responsibilities of the President, Vice President, Secretary, Treasurer; Meetings; Voting Rights; Nominations & Elections; Use of Outlot A and to the water rights of lots 27-31; and Changes to Corporation Charter and Bylaws; as provided for in the bylaws of the corporation. The Board will be responsible for the management and maintenance of Outlot B.
13. Neither the means, assets, income or property of the corporation shall be employed, directly or indirectly for the personal and private profit of any member or other person, but on the contrary shall be used only to accomplish the legitimate and legal purposes for which this corporation has been created. Membership may be withdrawn from the corporation at any time. Members who withdraw shall no longer benefit from membership in the corporation or benefit from the activities of the corporation as defined by the bylaws of this corporation. There shall be no individual liability against the members of the corporation debts, but the entire corporation property shall be liable for the claims of creditors.

This amended and restated charter was adopted by the membership of the corporation at a annual meeting held on JUNE 13, 1998, at 12:00 PM by a vote of 25 to 0, and therefore supersedes the original charter of May 17, 1976.

PINE BLUFF PROPERTY OWNERS ASSOCIATION

By Donald G. Purdy, President

ATTEST:

Carol L. Niel, Secretary

RECEIVED
JUL 13 1998
98 JUL -8 PM 2:43
SECRETARY OF STATE

CERTIFICATE

The restatement of the Charter of the Pine Bluff Property Owners Association contains amendments requiring approval of the members, the information required by §48-60-105, Tennessee Code Annotated, but did not contain an amendment requiring approval by a person whose approval is required pursuant to §48-60-301, Tennessee Code Annotated.

PINE BLUFF PROPERTY OWNERS ASSOCIATION

By Donald G. Curty President

ATTEST:

Carol L. Wiel Secretary

STATE OF TENNESSEE

COUNTY OF FRANKLIN

Personally appeared before me, the undersigned, a Notary Public in and for the above State and County, the within named officers of the Pine Bluff Property Owners Association, Don Curty, President, and Carol Wiel, Secretary, with whom I am personally acquainted, and who acknowledged that they executed the within Amended and Restated Charter on the behalf of the membership of the Association for the purposes therein contained and expressed.

WITNESS my hand and official seal at office in La Vergne, Tennessee, this 24th day of June, 1998.

Kay R. Corant
NOTARY PUBLIC

My commission expires My Commission Expires JAN. 27, 2001

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STATE OF TENNESSEE, FRANKLIN COUNTY

The foregoing instrument and certificate were noted in Note Book 4, page 277, at 9:00 o'clock A. M., on the 18 day of July, 1998, and recorded in Trust Deed Book 513, page 690. State Tax paid \$ -, Fee \$ -, Recording fee \$ 5.00. Total \$ 7.80. DAF: J. Chasby Amacher
Witness my hand. Receipt No. 70066 REGISTER

These Bylaws of the Pine Bluff Property Owners Association; Appendices A, B, and C are hereby adopted by the Association at the annual meeting held Saturday, June 25, 2016, for which notice was properly given, and which was attended by active members, by a vote of _____ for, and _____ against.

President, Larry Brewster

Secretary, Helen Brown