



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

QUAIL HOLLOW PROPERTY OWNERS' ASSOCIATION, INC.
KENNETH D. GOUGH
744 MEADOWVIEW CT
ELIZABETHTON, TN 37643-5063

February 16, 2022

Filing Acknowledgment

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

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Filing Type: Nonprofit Corporation - Domestic

Document Receipt

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Amendment Type: Articles of Amendment
Filed Date: 02/15/2022 3:09 PM

Image # : B1146-2351

This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given 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.

Tre Hargett
Secretary of State

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B1146-2351 02/15/2022 3:09 PM Received by Tennessee Secretary of State Tre Hargrett

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ARTICLES OF AMENDMENT
QUAIL HOLLOW PROPERTY OWNERS' ASSOCIATION

Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the Corporation is: QUAIL HOLLOW PROPERTY OWNERS' ASSOCIATION.

2. The Corporation adopts the following amendments to its Charter:

A. The present Section II of the Charter is deleted and the following is substituted:

"II. The Corporation is a mutual benefit corporation and shall have perpetual existence."

B. The present Section III of the Charter is deleted and the following is substituted:

"III. The principal office of the Corporation is located at: 744 Meadowview Court, Elizabethton, Carter County, Tennessee 37643-5063."

C. The present Section V(2) of the Charter is deleted and the following is substituted:

"(2) To promote fellowship and acquaintanceship among the Property Owners."

D. The present Section V(3) of the Charter is deleted and the following is substituted:

"(3) To provide for, on a collective basis, maintenance of the Corporation's property including any recreational facilities associated with the Subdivision."

E. The present Section VII of the Charter is deleted and the following is substituted:

"VII. REGISTERED OFFICE AND AGENT: The registered office is 744 Meadowview Court, Elizabethton, Carter County, Tennessee 37643-5063. The registered agent at that address is Sheila C. Gough."

F. The present Section VIII of the Charter is deleted and the following is substituted:

"VIII. MEMBERS. The Corporation shall have members. The voting rights of each member shall be as set forth in the Corporation bylaws."

G. The present Section IX of the Charter is deleted and the following is substituted:

"IX. OPERATION: (1) The Corporation shall not have or issue shares of stock, however, the Corporation may issue Certificates Evidencing Membership therein. No incorporator, member, director or officer of the Corporation shall at any time be considered the owner of the assets or income thereof, except in the event of dissolution as hereinafter provided, said assets to be devoted exclusively to the foregoing purposes of the Corporation. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its

members or directors, except as herein provided in accordance with the Tennessee Nonprofit Corporation Act, as may be amended from time to time, pertaining to dissolution and final liquidation. However, the Corporation may pay compensation in a reasonable amount to members, directors or officers for services rendered to the Corporation. Furthermore, the Corporation may confer benefits upon its members in conformity with its purposes; and upon dissolution to its members as permitted by Tennessee Nonprofit Corporation Act, as may be amended from time to time, and no such payment shall be deemed to be a dividend or distribution of profits.

(2) If the Corporation is liquidated or dissolved, voluntarily or involuntarily, the same shall be accomplished in accordance with the Tennessee Nonprofit Corporation Act, as may be amended from time to time. To that end, all liabilities shall be paid and discharged, or adequate provision made therefor; assets held by the Corporation upon condition of requiring return, transfer or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements. Other assets not held on condition of return, transfer or conveyance shall be delivered to the members, or with the approval of the membership, shall be donated, transferred and conveyed to one or more corporations, societies, or organizations which are not for profit, and which in the judgment of the Directors are engaged in affairs substantially similar to those of this Corporation. To that end, a Plan of Dissolution may be adopted by the members in accordance with the Tennessee Nonprofit Corporation Act, as may be amended from time to time."

H. The present Section X of the Charter is deleted and the following is substituted:

"X. MANAGEMENT. The business or affairs of the Corporation shall be managed by a Board of Directors, each of whom shall be of legal age and shall consist of

a number not less than five (5) and not more than nine (9) individuals. Each Member of the Board of Directors shall hold office for the term of office to which he is elected, and thereafter, until his successor is elected and qualified, or until his earlier resignation, incapacity, removal or death. Each Member of said Board shall possess all of the qualifications, be elected and qualified in such manner, serve for such terms and upon such conditions and have such voting rights, powers and duties, as may be prescribed in the bylaws of the Corporation, in addition to those conferred by statute. Said Board may adopt bylaws, not inconsistent with the Charter of Incorporation, or the laws of the State of Tennessee for management and control of the Corporation, and may alter, amend or repeal any provision thereof as therein provided. Said Board may also promulgate and amend suitable policies, rules and regulations governing the work and activities of the Corporation, care and use of its property, qualifications, duties and conduct of its staff and other personnel and employees and such other matters in the premises as may be in the judgment of the Board may be necessary."

I. The present Section XI(d) of the Charter is deleted and the following is substituted:

"(d) In the discretion of the Board, to accept gifts, devises and bequests subject to any conditions or limitations contained in such gift, devise or bequest so long as such conditions or limitations are not contrary to the provisions of the Tennessee Nonprofit Corporation Act, as may be amended from time to time, or to the purposes for which the Corporation is organized."

J. The present Section XI(f) of the Charter is deleted and the following is substituted:

"(f) To elect or appoint officers, employees, independent contractors and agents of the Corporation, define there duties and fix their compensation and the compensation of the directors."


K. The present Section XI(i) of the Charter is deleted and the following is substituted:

"(i) Subject to such limitations, if any, as may be contained in its charter, to conduct its business and affairs, carry on its operations and have offices and exercise the powers granted by Tennessee Nonprofit Corporation Act, as may be amended from time to time, anywhere."

3. The amendments were duly adopted by the members on January 18, 2022.

4. The approval by some person or persons other than the members, the board or the incorporators was not required by the Tennessee Nonprofit Corporation Act.

Date: 2/3/2022


Michael R. Miller
President of Quail Hollow Property Owners'
Association

QUAIL HOLLOW PROPERTY OWNER'S ASSOCIATION

Annual Meeting – January 18, 2022

1. CALL TO ORDER

- a. President Mike Miller called the meeting to order at approximately 7:45 p.m. Miller reviewed the voting process and shared that out of necessity we would be formalizing proceedings a bit but that we would try to keep it as informal as possible. Proceedings will follow Robert's Rules of Order.
- b. Quorum was established with 23 Members present and 43 doubly-certified Proxies. Board Directors present as indicated below:
 - ☒ Mike Miller, President
 - ☐ Meredith Trott, Secretary
 - ☒ Roger Day, Treasurer
 - ☒ Daniel Lawson
 - ☒ Mark Garland
 - ☒ Dave Roberts
- c. Members present: Robert Adams-Ghee, Tim Forinash, Edie & Lee Gouge, Sheila & Ken Gough, Drew Guider, Mary Ellen & Don Hlavaty, Maylee Hinson (for Lingerfelt), Jerry Noyes, Rakesh Patel, Bobbie Porter, Arliss Reece, Patricia & Bruce Sarr, Dexter Shepard, Betsy & HL Snyder, Jes Sutton, Carolyn Taylor, Lisa Vezzosi, Barbara & Ron Winter.
- d. ***Mark Garland moved that Robert Adams-Ghee be appointed to act as the Recording Secretary for the Annual Meeting given Meredith Trott's absence. Roger Day seconded the motion and it carried.***

Miller shared that primary business at the Annual Meeting would include amending the corporate Charter and adopting new Bylaws both as recommended by the QHPOA retained attorney. Both documents will be effective when approved by this body.

Miller read an additional resolution to be added to the recommended bylaws "The Officers and Directors are authorized to take any further action that may be necessary for the approval of the charter amendments by the Secretary of State and the Directors may authorize one or more Officers to sign the amendments." ***Ken Lawson moved to adopt the forehead resolution. Ron Winter seconded the motion and it carried.***

2. ANNUAL REPORT FROM THE PRESIDENT

Miller reviewed the Annual Report from the President with additional elaborations/discussion as shown below. The Annual Report is attached and is an integral part of these minutes.

- a. Discussion occurred about improvements made and future possible improvements to the pool. Jes Sutton asked if the future improvements were State requirements. Ken Gough shared that the improvements are indeed required in addition to possibly needing to fix a leak if a test verifies that there is indeed a leak.
- b. Discussion occurred on subject of the creek. Winter asked about dredging the pond behind the clubhouse. Maylee Hinson asked about possibly constructing a seawall (perhaps out of

railroad timbers) in order to stop intrusion of water under the clubhouse. Gough reported that a professional engineer had confirmed that the clubhouse foundation is stable meaning water intrusion from the creek had not yet caused detriment to the foundation. Lawson inquired about whether the QHPOA owned the creek. Many members shared that creeks are public domain.

- c. Discussion occurred on subject of the roads. Miller shared that he has talked with Summers-Taylor, Inc. and they said that one could generally pave a 1 mile stretch of road for approximately \$200,000. Arliss Reece asked about the possibility of the city taking over the roads. Miller shared that there had been much conversation about this subject. He shared that when the QH property was first purchased there were restrictions put in place by the developers that the roads would be private. Don Hlavaty shared that Danny Hilbert and other city council members have confirmed that core samples show that roads are unworthy of the city making them public. Miller shared that it may simply be a matter of getting a majority on the City Council to vote for making the streets public. Sheila Gough shared that if the city was to make our streets public that QHPOA might have to pay to make them “worthy” if in fact they are not worthy. Edie Gouge stated that if the city takes over the QH streets they can do whatever they would like to include, for instance, connecting them to other surrounding neighborhoods. Multiple confirmations were made to support that statement.
- d. Discussion occurred on subject of the tennis courts. Miller reminded the body that two surveys had gone out and shared that we are waiting on two demolition quotes and that we have a quote for a SnapCourt system of around \$46,000. Hinson inquired about turning it into a dog park and Miller shared that had also been discussed. Sutton asked about whether the schools that had used it had ever paid for use and received response that they had not. Reece inquired about the results of the most recent survey. Gough reviewed results which were split down the middle with a firm ½ of responding Members choosing to demolish the tennis courts (preliminary estimate of \$25,000 - \$35,000). The other ½ of responding Members chose some level of repair or a SnapCourt solution. Lawson inquired whether the survey showed that Members do not want a dues increase and it was confirmed that indeed Members do not want a dues increase in order to resolve the tennis court issue. Jerry Noyes inquired about whether there would be a repair expense annually after the initial repair and it was confirmed that between \$1,000 - \$2,000 would be required annually. Dave Roberts asked whether demo had to occur, and Miller confirmed that no action is required and shared that it could just become something like a community garden. Patricia Sarr shared that she loved the idea of a community garden and that she had seen that concept really bring neighbors together. Bobbie Porter shared that there is a public tennis court as close as Sycamore Shoals. Hinson shared that no one ever uses the tennis courts. Miller informally polled the body and there was general interest in a Community Garden in place of the tennis courts.

3. NEW/OTHER BUSINESS

- a. Miller addressed having served as President and being able to work with the QHPOA retained attorney on changes to the Charter and Bylaws. Although discussion would occur later in the meeting, he asked for any preliminary questions about the new governing documents. Hinson inquired if it would change the number of Directors. Miller shared that it would increase it from “3” to “5 to 9”. Hlavaty shared that he thinks the Bylaws remove some control from the Members. Miller respectfully disagreed with the statement. Reece asked for clarification on Hlavaty’s statement. Roberts called for Point of Order since discussion would occur later.

- b. Budget and other financial matters – Miller shared that during the last year, financials were reviewed and were deemed in good order. Additionally, he shared that the Board had adopted a new process whereby every expenditure made by the Project Manager has to be approved by the Board Treasurer. Regarding budgetary performance during 2021, due to extensive repairs and maintenance carried out in recent years, QHPOA has been unable to add to its reserves for the last 3 years. Nonetheless, financial performance remains in good shape, with over \$100,000 in the bank in various instruments. The approved 2022 budget is very conservative; revenue (almost all dues) will be \$63,000 and \$18,000 (28.6%) of that amount will be set aside in new reserves. As noted in the Annual Report from the President, there is concern about depleting savings to fix or demolish the tennis courts, and thus this will be a major business discussion for the Board in 2022. Like everyone else, the QHPOA is feeling the burden of inflation as well. While the 2022 Budget doesn't indicate a need to increase dues, that isn't to say it's not possible. Condominium owners pay twice the amount of dues as other Members so we have to keep that in mind as well when thinking about the level of dues.
- c. Financial Report – Day presented the financial report as of the end of December 2021 reporting that the cash balance was \$103,532.32. He also highlighted the reports in general. **Roberts moved to accept the report. Winter seconded the motion and it carried.**
- d. **Lawson moved to accept the revised Articles to the Corporate Charter. Sutton seconded the motion.** There was a voice vote with one No vote. Thus, voting occurred by showing the voting cards distributed to Members before the meeting. Cards raised in affirmative of the motion were 19 with 1 No vote. Voting of the proxies occurred as follows: Adams-Ghee voted 1 proxy in the affirmative; Day voted 2 proxies in the affirmative; Forinash voted 2 proxies in the affirmative; Garland voted 8 proxies in the affirmative; Gough voted 2 proxies in the affirmative; Lawson voted 2 proxies in the affirmative; Noyes voted 4 proxies in the affirmative; Miller voted 4 proxies in the affirmative; and Roberts voted 18 proxies in the affirmative. Proxy votes in the affirmative totaled 43. Members present and proxies totaled 62 affirmative and 1 No vote. **Thus, the motion carried.**
- e. **Lawson moved to approve the Bylaws as stated. Porter seconded the motion.** Voting by voting cards occurred. Cards raised in affirmative of the motion were 17 with 1 No vote. Voting of the proxies occurred as follows: Adams-Ghee voted 1 proxy in the affirmative; Day voted 2 proxies in the affirmative; Forinash voted 2 proxies in the affirmative; Garland voted 8 proxies in the affirmative; Gough voted 2 proxies in the affirmative; Lawson voted 2 proxies in the affirmative; Noyes voted 4 proxies in the affirmative; Miller voted 4 proxies in the affirmative; and Roberts voted 18 proxies in the affirmative. Proxy votes in the affirmative totaled 43. Members present and proxies totaled 60 affirmative and 1 No vote. **Thus, the motion carried.**
- f. In spite of passage, Miller proceeded to review the changes per Article as follows:
 - i. Article 1 – No discussion.
 - ii. Article 2 – No discussion except for confirmation that address can be changed by simply sending a notice to the Secretary of State after change is made by a Board vote.
 - iii. Article 3 - Sarr stated that the clause about members bringing guests, etc. was vague. It was clarified that Members are defined as property owners and ALL household

members, with guests being individuals that have been invited but that do not reside in the household.

- iv. Article 4 – No discussion.
 - v. Article 5 – No discussion.
 - vi. Article 6 – Lawson stated that Section 2 of this article was to update 3 Directors to current practice of more than 3 Directors. Miller confirmed statement.
 - vii. Article 7 – No discussion.
 - viii.** Article 8 – Hlavaty requested that an error in 3rd paragraph of this article be fixed. It currently says “Article 7, 2C but should be changed to Article 8, Section 2. Miller will review with attorney and it will be fixed as appropriate. **Gough moved to correct as requested by Hlavaty if appropriate. Sutton seconded the motion and it carried.** Hlavaty inquired why the fixing and assessing of dues was separated into two sections. Miller shared that, while it might be considered redundant, it isn’t necessarily an error. **Day moved to ask the attorney if it needs to be corrected. Winter seconded the motion and it carried.**
 - ix. Article 9 – Lawson observed that previously the Bylaws had listed committees and now they are not listed. Miller confirmed that indeed this was a deliberate shift to eliminate standing committees.
 - x. Article 10 – There was an inquiry about why the Board can approve anyone to provide Secretary/Treasurer duties. Miller responded that it reflects current practice which has been working well and provides for flexibility. Both Garland and Day confirmed that Secretary and Treasurer can be non-Members.
 - xi. Article 11 – No discussion.
 - xii. Article 12 – No discussion.
 - xiii. Article 13 – No discussion.
- g.** Election of Board Directors – With the Bylaws now in effect Directors can number between 5 and 9. **Sutton moved that the QHPOA elect a slate of 7 Directors. Winter seconded the motion and it carried.** Miller reviewed a proposed slate to include Adams-Ghee, Day, Guider, Lawson, Miller, Noyse and Reece. **Winter moved to accept the slate of Directors as reviewed. Roberts seconded the motion and it carried.**
- h.** Adjournment - **Sutton moved to adjourn the meeting. Roberts seconded the motion and it carried at approximately 9:15 p.m.**

Respectfully submitted,
Robert Adams-Ghee
Secretary, Quail Hollow Property Owners Association

State of Tennessee

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CERTIFICATE

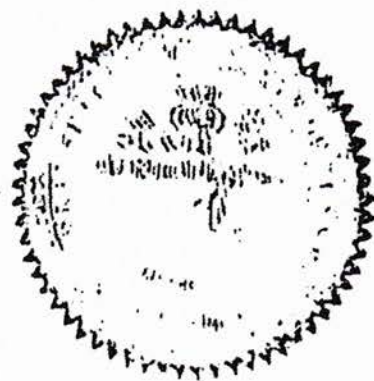
The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of QUAIL HOLLOW PROPERTY OWNERS' ASSOCIATION, INC.

(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 Fourth, 1978.

Leroy Crowell
Secretary of State



J.R. Winter
Copied from Tom
Boyd's copy.

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CHARTER
OF
QUAIL HOLLOW PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned natural persons, having capacity to contract, and intending to organize a Corporation under the General Corporation Act of the State of Tennessee, do hereby adopt the following Charter for said Corporation:

- I. NAME: The name of the corporation is QUAIL HOLLOW PROPERTY OWNERS' ASSOCIATION, INC.
- II. DURATION: The duration of this Corporation is perpetual.
- III. ADDRESS: The address of the principal office of the Corporation in Tennessee, and the County in which said office is located is:
c/o Shell & Associates
119 Broad Street
Elizabethton, Tennessee 37643
- IV. TYPE: The Corporation is one not-for-profit.
- V. PURPOSES: (1) To promote the health, safety and welfare of the property owners within the Quail Hollow Subdivision, a plat of which shall appear of record in the Office of the Register of Deeds for Carter County, Tennessee.
- (2) To promote fellowship and acquaintanceship among the Property Owners by means of various social gatherings and functions. The same shall include, but not be limited to, a club-recreation building, swimming pool, tennis courts, playgrounds, parks, dances, dinners, musicals, games and other forms of activities and entertainment designed to provide generally for the social, cultural, recreational and physical development and welfare of the members.
- (3) To provide for, on a collective basis, garbage and trash collection, maintenance of streets, parks and recreational facilities associated with the Subdivision.
- (4) To own, operate, build, and/or lease the following facilities-
- (a) Club facilities
 - (b) Pool
 - (c) Parks
 - (d) Playgrounds
 - (e) Boating
 - (f) Swimming
 - (g) Fishing lakes
 - (h) And any other allied facilities provided for its members.

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(5) To fix and establish assessments and/or charges to be levied upon the members as a means of providing the foregoing services, activities and facilities, which assessments, until paid, shall be and constitute a lien upon the land of the member within the Subdivision, all in accordance with the Restrictive Covenants established for said Subdivision, which covenants will appear of record in the Office of the Register of Deeds for Carter County, Tennessee.

(6) To do, perform and engage in all other lawful acts incidental, allied or necessary to the furtherance of the foregoing purposes for which the Corporation is hereby organized.

VI: MEMBERS: The membership of the Corporation shall consist of those classes as set forth in the By-Laws, with the attendant qualifications, duties and rights as therein defined.

VII: AGENT FOR
SERVICE OF
PROCESS:

The incorporators hereby designate as their registered, resident agent for service of process, the following individual:

THOMAS D. SHELL
c/o Shell & Associates
119 Broad Street
Elizabethton, Tennessee 37643

VIII: VOTING
RIGHTS:

Voting rights of each member shall be as set forth in the Corporation By-Laws.

IX. OPERATION:

The Corporation shall not have or issue shares of stock, however the Corporation may issue Certificates Evidencing Membership therein. No incorporator, member, director or officer of the Corporation shall at any time be considered the owner of the assets or income thereof, except in the event of dissolution as hereinafter provided, said assets and income to be devoted exclusively to the foregoing purposes of the Corporation. No dividends shall be paid, and no part of the income or profits of this Corporation not-for-profit shall be distributed to its members, directors, except as hereinafter provided in accordance with Chapters 1-14 of Title 4B of the Tennessee General Corporation Act as contained in Tennessee Code Annotated

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pertaining to dissolution or final liquidation. However, the Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered to the Corporation (TCA 48-603). Further, it may confer benefits upon its members in conformity with its purposes; and upon dissolution or final liquidation it may make distributions to its members as permitted by Chapters 1-14 of Title 48 of the Tennessee Code Annotated, and no such payment or distribution shall be deemed to be a dividend or distribution of income or profit.

(TCA 48-606.) The Corporation shall not make its facilities available to the general public, and all such facilities shall be operated in accordance with the provisions of its By-Laws.

It is INTENDED that this Corporation shall qualify as an organization exempt from income taxation within the full meaning and purview of Section 501 (c)(7) of the United States Internal Revenue Code 1954, and any other or subsequent allied Federal and/or State statutes. To that end, this Corporation is organized and operated exclusively for pleasure, recreation and other non-profitable purposes, all of the activities of which are for such purposes, and no part of the net earnings of which inure to the benefit of any private member. (26 USCA 501(c)(7)). In event the Corporation fails or becomes unable to carry out its purposes, or is liquidated or dissolved, voluntarily or involuntarily, the same shall be accomplished in accordance with the provisions of the Tennessee General Corporation Act pertaining thereto. To that end, all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor; assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. Other assets not held upon a condition requiring return, transfer or conveyance shall be delivered to the members, or, with

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approval of the membership, shall be donated, transferred and conveyed to one or more corporations, societies or organizations which are not for profit, and which in the judgment of the Directors are engaged in affairs substantially similar to those of this Corporation. To that end, a Plan of Dissolution may be adopted by the members, all of the foregoing being in accordance with the provisions of T.C.A. 48-1004.

- X. MANAGEMENT: The business or affairs of the Corporation shall be managed by a Board of Directors, each of whom shall be of legal age and shall consist of a number of not more than three (3), however, the number thereof to be fixed from time to time in the By-Laws of the Corporation. Each Member of the Board of Directors shall hold office for the term of office to which he is elected, and thereafter, until his successor is elected and qualified, or until his earlier resignation, incapacity, removal or death. Each Member of said Board shall possess all of the qualifications, be elected and qualified in such manner, serve for such term and upon such conditions, and have such voting rights, powers and duties, as may be prescribed in the By-Laws of the Corporation, in addition to those conferred upon them by statute. Said Board may adopt By-Laws, not inconsistent with the Charter of Incorporation, or the laws of the State of Tennessee for management and control of the Corporation, and may alter, amend and repeal any provision thereof as therein provided. Said Board may also promulgate and amend suitable policies, rules and regulations governing the work and activities of the Corporation, care and use of its property, qualifications, duties and conduct of its staff and other personnel and employees and such other matters in the premises as may be, in the judgment of the Board, necessary. The first Board of Directors shall be three (3) in number, and shall consist of the incorporators who shall serve for a term of five years, and thereafter until their successors are elected and qualified. The members of the initial Board are:

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NAME	ADDRESS
Thomas D. Shell	c/o Shell & Associates 119 Broad Street Elizabethton, Tennessee 37643
Ladd B. Shell	c/o Shell & Associates 119 Broad Street Elizabethton, Tennessee 37643
Mildred S. Elliott	Sherwood Heights Elizabethton, Tennessee 37643

- XI. POWERS: The Corporation shall have powers as follows:
- (a) To have succession by its corporate name for the period limited in its charter and, when no period is limited, perpetual.
 - (b) To sue and be sued, complain and defend, in its corporate name.
 - (c) To acquire, hold, deal in and dispose of property of all kinds, or any interest therein.
 - (d) To accept gifts, devises and bequests subject to any conditions or limitations contained in such gift, devise or bequest so long as such conditions or limitations are not contrary to the provisions of Chapters 1 through 14, Title 48, Tennessee Code Annotated, or to the purposes for which such corporation is organized.
 - (e) To establish by-laws and make all rules and regulations not inconsistent with the law or the constitution of this state or of the United States which may be deemed expedient for the management of corporate affairs.
 - (f) To elect or appoint officers, employees and other agents of the Corporation, define their duties and fix their compensation and the compensation of the directors.
 - (g) To make contracts and, subject to such limitations, if any, as may be contained in the charter, to incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, pledge or otherwise.
 - (h) Subject to such limitations, if any, as may be contained in the charter, to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and

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otherwise deal in and with bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business activities, governmental or other activities.

- (i) Subject to such limitations, if any, as may be contained in the charter, to conduct its business or affairs, carry on its operations and have offices and exercise the powers granted by Chapters 1 through 14, Title 48, Tennessee Code Annotated anywhere.
- (j) To make donations for the public welfare or for charitable, scientific, religious or educational purposes; provided, however, that corporations for profit may make such donations only out of earned surplus and shall charge such donations to operating expense; and further provided, this power shall be granted to corporations chartered by special legislative act prior to the Constitution of 1870, except in the case of a corporation with a special legislative charter which contains provisions forbidding or limiting the exercise of the power herein granted.
- (k) Subject to such limitations, if any, as may be contained in the charter, to procure for its benefit insurance on the life of any employee, including any officer, whose death might cause financial loss to the corporation, and to this end the corporation is deemed to have an insurable interest in its employees to pay pensions and establish and carry out pension plans, pension trusts, profit-sharing plans, stock bonus plans, and other incentive plans for any and all of its members, officers and employees.
- (l) Subject to such limitations, if any, as may be contained in the charter, to enter into any partnership with others or union of interest with respect to any transaction, operation, or venture which the corporation has power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transactions, operation or venture with or to others.

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(a) To have and exercise all powers necessary or convenient to effect any or all of the powers for which the corporation is organized.

WITNESS our signatures, this 19th day of April, 1978.

Thomas D. Shell
THOMAS D. SHELL, INCORPORATOR

Ladd B. Shell
LADD B. SHELL, INCORPORATOR

Mildred S. Elliott
MILDRED S. ELLIOTT, INCORPORATOR

STATE OF TENNESSEE

COUNTY OF CARTER

Personally appeared before me, the undersigned authority, a Notary Public in and for said State and County, Thomas D. Shell, Ladd B. Shell, and Mildred S. Elliott, the within named incorporators, with whom I am personally acquainted, and who acknowledged that they executed the foregoing Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Elizabethton, Tennessee, this 19th day of April, 1978.

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Walter S. Alkous
NOTARY PUBLIC

My commission expires 5/18/80

STREET, BANKS,
MURPHY, BARTON,
BAUTISTA AND
BANKS
ATTORNEYS AT LAW
ELIZABETHTON, TENNESSEE

STATE OF TENNESSEE CARTER COUNTY, REGISTER'S OFFICE
Recorded for Record this 13 day of June 1978
at 1:30 o'clock P.M. Filed in Book 123 and returned in
Charter 9 Page 2
State Tax 25.00 Clerk's Fee 25.00 Recording Fee 25.00
Total 75.00 Receipt No. 15209
John W. Holder

BK/PG: 474/864-881
22001189

18 PGS:AL-CHARTER	
JARROD BATCH: 145966	
02/18/2022 - 01:32 PM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	11.50
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	13.50

JARROD ELLIS
REGISTER OF DEEDS