

BY-LAWS OF
WILLOWS RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
HOMEOWNERS ASSOCIATION

All of the lot owners within the Willows Ridge Homeowners Association, Inc., shall constitute the Members of the Willows Ridge Homeowners Association, Inc.

The purpose of the Homeowners Association is to administer, on a nonprofit basis, and through a board of Administration the Willows Ridge Homeowners Association, Inc.; to elect the Board of Administration; amend and supplement from time to time these By-Laws; and to do and perform any and all other things, matters, or acts required by or permitted by State Law.

ARTICLE II
MEETINGS AND VOTING RIGHTS OF MEMBERS

Section 1. Eligibility. Any owner of a lot shall be entitled to attend and vote at all meetings of the Homeowners Association.

Section 2. Voting Rights. Any lot owner shall be entitled to one vote at all meetings for the Homeowners Association. Where two or more persons own a lot, the vote allocated to that lot shall be cast by the one authorized by such two or more owners. Where only one of two or more owners of a lot is present in person at a meeting, such one shall be entitled to cast the vote with respect to that lot. Where one person or group of persons owns more than one lot, such person or group shall be entitled to cast one vote for each lot owned.

Section 3. Corporation as Owner. In the event a partnership, trustee, corporation or other entity owns a lot or lots, the vote of such may be cast by a partner, trustee or

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officer of the same or by any person authorized in writing by a partner, trustee or officer thereof, to represent the same.

Section 4. Proxies. Votes may be cast in person or by proxy. Proxies, to be valid, shall be in writing for the particular meeting designated therein and any adjournments thereof and shall be filed with the secretary of the meeting prior to voting.

Section 5. Annual Meetings. The annual meeting of the Homeowners Association shall be held at a location, a date and time to be determined by the 3rd Monday each January, for the purpose of electing a Board of Administration and of transacting any other business authorized to be transacted by the members.

Section 6. Special Meetings. Special meetings of the Homeowners Association shall be held whenever called by the President and Secretary of the Board of Administrators, or by a majority of the Board of Administrators, or by the written request of one-half (½) of the entire number of members. When a special meeting is so called, the Secretary shall mail written notice of the meeting to all members.

Section 7. Notice. Notice shall be given to all members of meetings of the Homeowners Association, stating the time, place and purpose of which the meeting is called. Such notice shall be in writing and shall be mailed to each member at his/her address as it appears on the books of the association not less than seven (7) days before the meeting. Proof of such mailing or delivery may be given by the written statement of the secretary or other person giving the notice. Notice of a meeting may be waived before, at or after the meeting.

Section 8. Quorum. A quorum at any meeting of the Homeowners Association

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shall consist of persons entitled to cast at least a majority of the votes of the entire number of members. The affirmative vote of a majority of members, being more than fifty percent (50%) of the total number of members in attendance, is required to adopt any resolution, elect any director, make any decision or take any action; except that these By-Laws and the system of administration may be modified only in the manner hereinafter set forth.

Section 9. Presiding Officer. The President of the Board of Administration shall preside over all Homeowners Association meetings; and the Secretary of the Board of Administration shall take and keep the minutes and minute books of all Association meetings, wherein adopted resolutions shall be recorded, and shall serve as Secretary at such meetings.

Section 10. Amendments. The Homeowners Association may, at any duly called, held and convened meeting, modify or amend the system of administration of the Willows Ridge Homeowners Association, Inc., by the affirmative vote of members representing at least three-fourths ($\frac{3}{4}$) of the total lots in the Willows Ridge Homeowners Association, Inc. No such modification of amendment of these By-Laws shall be operative unless and until it is embodied in a written instruction and is recorded in the Register's Office for Washington County, Tennessee.

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ARTICLE III BOARD OF ADMINISTRATION

Section 1. The Administration of the Willows Ridge Homeowners Association, Inc., its business and affairs of the general common elements therein, shall consist of not less than two (2) nor more than four (4) persons. Except for the initial members of the

Board of Administration, such members of the Board of Administration shall be either the owner of a lot or of an interest therein, or, in the event of ownership of a lot by partnership, trustee, corporation or other entity, a partner, trustee or officer or other designation representative thereof.

Section 2. Election of Administrators. The Homeowners Association shall, at their annual meeting, elect the Board of Administrators. Each owner of a lot shall be entitled to one vote per lot for each of the Administrators to be elected. Each owner of a lot, on each ballot, is required to cast his vote for as many persons as there are Administrators to be elected.

Section 3. Vacancies. Vacancies in the Board of Administrators may be filled until the date of the next annual meeting by the remaining administrators.

Section 4. Term. The term of each administrator's service shall extend until the next annual meeting of the homeowners Association and thereafter until his/her successor is duly elected by the Homeowners Association and qualified or until he/she is removed in the manner elsewhere provided.

Section 5. Organization Meeting. The organization meeting of a newly elected Board of Administration shall be held within one (1) week of their election at such place and time as shall be fixed by the administrators at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary, providing a quorum shall be present.

Section 6. Regular Meetings. Regular meetings of the Board of Administration may be held at such time and place as shall be determined from time to time by the

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majority of the Board. Notice of regular meetings shall be given to each administrator personally or by mail, telephone, or telegraph at least three (3) days prior to the day named for such meeting unless such notice is waived.

Section 7. Special Meetings. Special meetings of the Board may be called by the President and must be called by the Secretary at the written request of a majority of the members of the Board. Not less than three (3) days notice of the meeting shall be given, personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

Section 8. Waiver of Notice. Any administrator may waive notice of a meeting before, at or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

Section 9. Quorum. A quorum at Administrators' meetings shall consist of the Administrators entitled to cast a majority of the votes of the entire board. The acts of the board approved by a majority of votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Administration. If, at any meeting of the Board of Administration, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At an adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 10. Presiding Officer. The President of the Board of Administration shall preside at all meetings of the Board; the Secretary of the Board shall serve as Secretary of all meetings of the Board.

Section 11. Compensation. No compensation shall be paid to any member of the Board or to any officer for services as such. Any member of the Board or any officer may be reimbursed for expenses actually incurred by him, upon approval by the Board.

Section 12. Removal. Any member of the Board may be removed and relieved of duty as such by the vote of members representing a majority of the total of lots at any regular or special meeting duly called and convened of the Homeowners Association. The vacancy created by such removal may be filled by the Homeowners Association at the meeting at which such director was removed.

ARTICLE IV BOARD OF ADMINISTRATION AS TRUSTEE

Section 1. The Board of Administration shall elect, from its members; A President, who shall be the chief administrative officer of the Board; shall execute contracts or agreements in the name and behalf of the Board when directed by the Board; shall preside at all meetings and shall perform such other duties as the chief administrative officer as the Board may, from time to time; A Vice President, who shall, in the absence or disability of the President, preside at all meetings and perform all duties of the President.

A Secretary, who shall keep the minutes of all meetings and proceedings of the Homeowners Association and of the Board of Administration. He/she shall attend to the giving and serving of all notices to the members of meetings of the Homeowners Association, and to the administrators at meetings for the Board of Administration. He/she shall keep all other records of the Homeowners Association and of the Board. An Assistant Secretary may also be elected to perform the duties of the Secretary when the

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Secretary is absent; and

A Treasurer, who shall have the custody of all property of the Board, including funds, securities, evidences of indebtedness, books, assessment rolls and accounts of the members. He/she shall keep the books in accordance with good accounting practice, and he/she shall perform all other duties incident to the office of Treasurer.

No compensation shall be paid to any officer of the Board of Administration for services as such, except upon approval by the Homeowners Association. This provision shall not preclude the Board of Administration from employing an independent contractor for the above services or employing an officer or administrator as an employee of the association, such as a manager or as a bookkeeper, auditor, attorney or the like.

Section 2. Depository. All monies and funds of the Board Administration shall be deposited in such bank or banks as may be designated from time to time by the Board of Administration. Withdrawals of monies from such accounts in banks shall be only by checks or drafts signed by such persons or as are authorized by the Board of Administration, at least two signatures being required for the signature of any check or draft.

An audit of the accounts and books of the Board of Administration shall be made annually, as specified by the membership, and a copy of the report shall be furnished to each member no later than March of the year following the year for which the report is made.

Fidelity Bonds shall be required by the Board of Administration covering all officers and employees of the Board and any agents or managers handling or responsible

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for funds of the Board of Administration for assessments made of members. The amount of such bond or bonds shall be determined by the Board of Administration but shall be at least in the amount of the total annual assessments against members for common expenses. Premiums of such bonds shall be paid by the Board of Administration from the maintenance fund.

Parliamentary Rules. Robert's Rule of Order (latest edition) shall govern the conduct of meetings of the Homeowners Association and of the Board of Administration.

ARTICLE V **POWERS OF THE BOARD OF ADMINISTRATION**

Section 1. The Board of Administration shall hold title and possession to funds and property, including the maintenance funds and other assessments and including title to any purchased land or purchased leasehold interest for the use and benefit of the members;

Section 2. To make and collect maintenance fund assessments against members to defray the costs and expenses of maintaining, repairing, replacing, improving, altering, operating, and administering the building and common elements and of engaging all necessary services and employees therefore;

Section 3. To use the proceeds of assessments in the exercise of its powers and duties;

Section 4. The maintenance, repair, replacement, operation and administration of any building and common elements of the subdivision development;

Section 5. The reconstruction or improvements after casualty and the further improvement of the property, including buildings and common elements;

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Section 6. To make and amend regulations respecting the use of the common elements of the subdivision;

Section 7. To enforce by legal means, or otherwise, the provisions of the restrictions, including these By-Laws and the regulations for the use of the common property of the subdivision;

Section 8. To pay any taxes and assessments which are liens against any part of the subdivision development other than individual lots and the appurtenances thereto;

Section 9. To carry insurance for the protection of member's and the Board of Administration against casualty and liabilities;

Section 10. To pay the cost all power, water, sewer and other utility services rendered to the subdivision development and not billed to owners of individual lots; and

Section 11. To grant permits, easements and licenses over the common areas for utility and roads, and other purposes necessary or useful for the proper maintenance and operation of the subdivision development;

Section 12. To employ personnel for reasonable compensation to perform the services necessary for proper administration of the Homeowners Association.

ARTICLE VI INSURANCE

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Section 1. The Board of Administration shall have the authority to purchase any insurance they deem necessary for the protection of the Homeowners Association and the members. The Board of Administration shall pay for such insurance from the assessment for common expenses. Any policy so purchased shall be from a reputable insurance company and shall be approved by the majority of the members of the Homeowners

Association.

Section 2. Coverage.

A. Casualty. All common elements and improvements shall be insured in an amount equal to the full replacement value without deduction or allowance for depreciation thereof as determined annually by the Board of Administration. Such coverage shall afford protection against at least the following:

1. Loss or damage by fire and other hazards; such other risks as from time to time customarily shall be covered with respect to buildings similar in construction, location, and use of the building, including but not limited to vandalism, malicious mischief, windstorm, and water damage and such other insurance as the Board of Administration may determine.

ARTICLE VII
OTHER PROVISIONS

Members of the Homeowners Association shall be entitled to cast one (1) vote for each lot owned by them. Developer shall be entitled to one (1) vote for each lot owned and unsold until such time as one hundred percent (100%) of the lots are sold and transferred.

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The initial amount of assessment for the upkeep and maintenance of the common areas shall be One Hundred Dollars (\$100.00) per year.

WILLOWS RIDGE HOMEOWNERS ASSOCIATION, INC.

By:


JOE WILSON, INCORPORATOR

By:


TERESA ROGERS, INCORPORATOR

STATE OF TENNESSEE
COUNTY OF Carter

Before me, the undersigned Notary of the State and County mentioned, personally appeared JOE WILSON, INCORPORATOR, of WILLOWS RIDGE HOMEOWNERS ASSOCIATION, INC., with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be an officer authorized to execute the foregoing instrument of said corporation, the within named bargainer, and that such officer, as such officer, executed the foregoing instrument for the purposes therein contained by personally signing the name of the corporation as such officer.

Witness my hand, at office, this the 29 day of April,
2004.

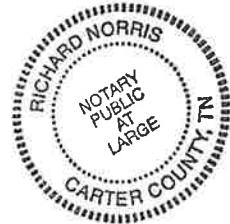
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NOTARY PUBLIC

My Commission Expires: 10/28/2005



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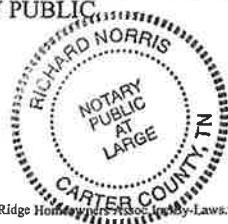
STATE OF TENNESSEE
COUNTY OF Carter

Before me, the undersigned Notary of the State and County mentioned, personally appeared TERESA ROGERS, INCORPORATOR, of WILLOWS RIDGE HOMEOWNERS ASSOCIATION, INC., with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be an officer authorized to execute the foregoing instrument of said corporation, the within named bargainer, and that such officer, as such officer, executed the foregoing instrument for the purposes therein contained by personally signing the name of the corporation as such officer.

Witness my hand, at office, this the 29 day of April,
2004.

DN
NOTARY PUBLIC

My Commission Expires: 6/28/2005



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