

**CHARTER
OF TURNER'S LANDING
PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned acting as incorporator of a nonprofit corporation under the Tennessee Nonprofit Corporation Act adopts the following Articles of Incorporation:

1. The name of the corporation is **Turner's Landing Property Owners Association, Inc.**

2. The corporation is a mutual benefit corporation. The corporation will have members. The corporation is not a religious corporation.

3. The name and complete address of the corporation's initial registered agent and office in Tennessee is:

Scott Harestad
1516 Coleman Road, Suite 204
Knoxville, Tennessee 37909 (Knox County)

4. The name and address of the incorporator is:

William O. Foutch, Jr.
830 West First North Street
Morristown, Tennessee 37814 (Hamblen County)

5. The complete address of the corporation's principal office is:

208 Franklin Street
Grand Haven, Michigan 49417-1336

6. The corporation is not for profit.

7. In the event of liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, the residual assets of the corporation will be distributed to the members in accordance with their respective interest in the corporation.

8. The purpose or purposes for which the corporation is organized are as follows:

(A) To manage and administer the affairs of and to maintain a property owners association for Turner's Landing, a subdivision in Hamblen County, Tennessee (the "Development"), all appurtenances thereto, and the real and personal property and easements thereof, including the Common Lands and pursuant to the protective covenants of the Development.

(B) To levy and collect assessments against and from the members of the corporation and to use the proceeds therefrom for the purposes of the corporation, and to enforce assessments through liens and foreclosure proceedings where appropriate.

(C) To carry insurance and to collect and allocate the proceeds thereof, and to restore, repair or rebuild its property, or any portion thereof, after occurrence of casualty.

(D) To restore, repair or rebuild the Common Lands, or any portion thereof, after occurrence of casualty, and to negotiate on behalf of all of the members in connection with any taking of the Common Lands or any portion thereof, by eminent domain.

(E) To contract for and employ, and to discharge, persons or business entities to assist in the management, operation, maintenance and administration of the Development.

(F) To make reasonable rules and regulations governing the use and employment of the Common Lands by members and their tenants, guests, employees, invitees, families and pets and to enforce such rules and regulations by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or legal proceedings.

(G) To acquire, own, maintain, manage and improve, and to buy and sell, convey, assign, transfer, mortgage or lease (as landlord or tenant), or otherwise deal in any real or personal property, including, but not limited to, easements, right of ways, licenses, permits or any other real and personal property, whether or not contiguous to the Common Lands, to benefit the members of the corporation and to further any of the purposes of the corporation.

(H) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the corporation, and to secure the same by mortgage, pledge or other lien on its property; provided, however, that any such action shall be subject to limitation in amount and to voter approval as provided in the Bylaws of the Association.

(I) To enforce any building and use restrictions governing the Development and of these Articles of Incorporation and such Bylaws, rules and regulations of this corporation as may hereafter be adopted.

(J) In general, to enter into any kind of activity in connection with the foregoing purposes; to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration management, maintenance, repair, replacement and operation of the Common Lands and the protective covenants of the Development and to the accomplishment of any of the purposes thereof not forbidden, and with all powers conferred upon nonprofit corporations by the laws of the State of Tennessee.

9. The names and addresses of the directors who shall constitute the first board of directors are as follows:

PATRICK C. REGAN
208 Franklin Street
Grand Haven, Michigan 49417

MATTHEW N. PHARES
208 Franklin Street
Grand Haven, Michigan 49417

SCOTT HARESTAD
1516 Coleman Road, Suite 204
Knoxville, Tennessee 37909

10. The qualifications of members, the manner of their admission to membership in the corporation, the termination of membership and voting by members shall be as follows:

(A) Each owner (including the Developer) of a lot in the Development shall be entitled to membership, except that the Incorporator shall be a member of the corporation until such time as the Developer becomes a member as hereinafter provided, at which time the Incorporator's membership shall terminate.

(B) Membership in the corporation (except with respect to any non-lot owner incorporators, who shall cease to be members upon the qualification for membership of any lot owner) shall be established by the acquisition of legal or equitable title to a lot in the Development and by recording with the Register of Deeds in the County where the Development is located, a deed or other instrument evidencing such title and the furnishing of evidence of same satisfactory to the corporation (except that the Developer of the Development shall become

a member immediately upon establishing the Development), the new owner thereby becoming a member of the corporation, and the membership of the prior owner of such lot thereby being terminated.

(C) Neither membership nor the share of a member in the funds and assets of the corporation can be assigned, pledged or transferred in any manner, except as an appurtenance to a Development lot.

(D) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

Dated: October 1, 2004.

WILLIAM O. FOUTCH, JR.
INCORPORATOR