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SECRETARY OF STATE

ARTICLES OF AMENDMENT  
TO THE CHARTER OF  
CLIFFTOPS RECREATIONAL ASSOCIATION

Pursuant to the provisions of Section 48-60-105 of the Tennessee Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Charter:

1. The name of the Corporation is Clifftops Recreational Association.

2. The amendments adopted are:

(a) Paragraph 1 of the Charter is hereby deleted in its entirety and the following is substituted in lieu thereof:

1. The name of the Corporation is CLIFFTOPS PROPERTY OWNERS ASSOCIATION.

(b) Subparagraphs 5(d) and 5(e) of the Charter are hereby deleted in their entirety and the following are substituted in lieu thereof:

(d) To acquire, construct, manage, maintain, and care for the property of the Association;

(e) To administer, repair, maintain, and replace the roads and road rights-of-way described in that certain "Restated Supplemental Declaration of Covenants and Restrictions for Certain Lots at Clifftops Resort and Provisions for Clifftops Recreational Association" (the "Covenants") as the same may be from time to time amended, of record in Miscellaneous Book 9, Page 220, Register's Office for Marion County, Tennessee and Deed Book 190, Page 103, Register's Office for Franklin County, Tennessee; and

(f) To provide and maintain a security gate, gate house, and other security services for the residents of the properties described in the Covenants and their guests; and

(g) In furtherance of the foregoing purposes, to administer the Corporation's properties and maintain the roads and provide the security referred to above in accordance with the provisions of the Covenants, as the same may be from time to time amended, and to do all acts and things necessary or convenient in connection therewith, or incidental thereto.

(c) Paragraph 6(a) is hereby amended by substituting the name "Rogers Group, Inc. or its

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successors and assigns as the Developer of Clifftops" for the name "Ralph Rogers & Company, Inc." contained therein.

(d) Paragraph 6(b) is hereby amended by deleting in its entirety subparagraph 6(b)(ii) therefrom and substituting in lieu thereof the following:

"Class B Lots shall consist of all lots owned by the Declarant (which term shall refer to Rogers Group, Inc., its successors and assigns). Until all Lots within the Clifftops Development are sold or otherwise transferred, or until January 1, 1990, whichever shall sooner occur, the Declarant shall have three (3) votes for each Lot owned by it. Such Lots shall continue to be designated Class B Lots, however, until the Declarant no longer owns any Lots subject to the Covenants."

(e) Paragraph 9 of the Charter is hereby deleted in its entirety and the following is substituted in lieu thereof:

"The Board of Directors of the Association shall consist of seven (7) persons. At the first election two members shall be elected to serve for a term of one year, two to serve for a term of two (2) years and three to serve for a term of three (3) years. At all subsequent elections, members of the board shall be elected for terms of three (3) years, or until their successors are elected and qualified. The Board may be enlarged in multiples of two (2), but in no event shall the Board consist of more than thirteen (13) members. Any enlargement of the Board shall require the affirmative vote of a majority of each class of Lots or members. Other provisions relating to the composition of the Board are set out in the Bylaws.

There shall be two classes of Directors for the Association, one to be referred to as "Declarant Related Directors" and the other to be referred to as "Non-Declarant Related Directors". Until the Declarant (which term shall refer to Rogers Group, Inc., its successors and assigns) owns less than twenty-five percent (25%) of the total number of Lots subject to the Covenants, there shall at all times be one more Declarant Related Director than Non-Declarant Related Directors. Thereafter, the Board shall consist of one more Non-Declarant Related Director than Declarant Related Directors. All Declarant Related Directors shall be elected solely by the Declarant, and all Non-Declarant Related Directors shall be elected by other members of the Association. Until less than twenty-five percent (25%) of the Lots

subject to the Covenants are owned by the Declarant, the term of one Non-Declarant Related Director shall expire each year (unless there are more than seven Directors, in which event the terms of such Directors may expire in any such year). Thereafter, the term of one Declarant Related Director shall expire each year (unless there are more than seven Directors, in which event the terms of two such Directors may expire in any such year). The Directors shall be elected in the manner set out in the Bylaws."

(f) A new paragraph, to be numbered paragraph 10, is hereby added to the Charter, as follows:

"10. This Charter may be amended only after any such proposed amendment has received (i) the affirmative vote of a majority of the members of the Board of Directors who are Declarant Related; and (ii) the affirmative vote of a majority of the members of the Board of Directors who are Non-Declarant Related; and (iii) the affirmative vote of not less than two-thirds (2/3) of each class of members of the Association."

3. The Amendments were adopted on December 19, 1987.

4. The Amendments were duly adopted by the Members.

5. Approval of the Amendments by some person or persons other than the Members, the Board of Directors, or the Incorporators is not required pursuant to Tennessee Code Annotated §48-60-301.

Dated the 19th day of December, 1987.

CLIFFTOPS RECREATIONAL ASSOCIATION

By: W. Lee Corbett  
W. Lee Corbett  
Secretary

STATE OF TENNESSEE, MARION COUNTY

I, Eunice Turner, Register of said County

do hereby certify that the foregoing instruments and

certificate were noted in Note Book 12 Page 119

at 9:00 A.M., March 14<sup>th</sup> 1988, and

recorded in Volume Book 116 Page

293 State Tax Paid \$ - Fee -

Recording Fee \$ 5.00 Total \$ 5.00

Receipt No. 327820

Eunice Turner  
Register