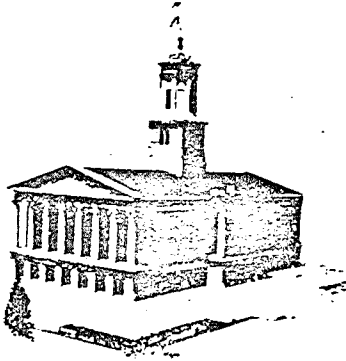


State of Tennessee



Department of State

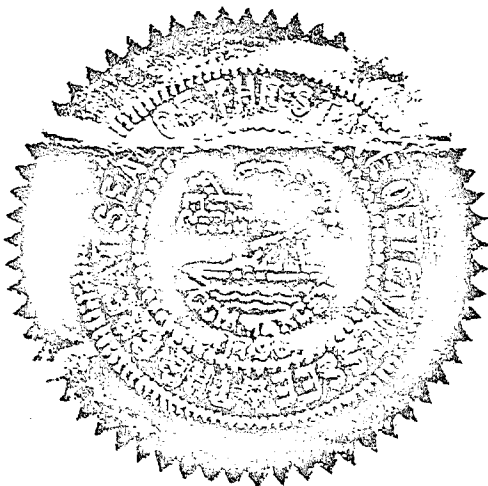
CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of CLIFFTOPS RECREATIONAL 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 ... June ... Ninteenth ... , 1981 ..

Gentry Crowell

Secretary of State *me*



FILED
SECRETARY OF STATE

1981 JUN 19 PM 1:19 00315 01043
CHARTER

OF

CLIFFTOPS RECREATIONAL ASSOCIATION

The undersigned natural person, having capacity to contract and acting as the Incorporator of a Corporation under the Tennessee General Corporation Act, adopts the following charter for such Corporation:

1. The name of the Corporation is CLIFFTOPS RECREATIONAL ASSOCIATION.
2. The address of the principal office of the Corporation in the State of Tennessee shall be Clifftops Resort, Monteagle, Marion County, Tennessee 37356.
3. The duration of the Corporation is perpetual.
4. The Corporation is not for profit.
5. The purpose or purposes for which the Corporation is organized are:
 - (a) To provide for the pleasure, recreation and entertainment of its members socially and physically by encouraging them to participate in some form of physical or social activity;
 - (b) To establish, equip, maintain, and operate safe recreational facilities of any nature for children and adult members; and
 - (c) To promote the health, safety and welfare of its members; and
 - (d) In furtherance of the foregoing purposes, the Association shall administer its properties in accordance with the provisions of that certain "Supplemental Declaration of Covenants and Restrictions for Clifftops Resort and Provisions for Clifftops Recreational Association" (the "Covenants") of record in Misc. Book 9, Page 1, Register's Office for Marion County, Tennessee, and Book 188, Page 673, Register's Office for Franklin County, Tennessee; and
 - (e) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (7) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

1981 JUN 19 PM 1:19

00215 01044

6. This Corporation shall have members, as follows:

(a) Ralph Rogers & Company, Inc., hereinafter referred to as the "Declarant", and every person or entity who is the record owner of a fee simple or undivided fee simple interest in any lot or dwelling unit which is subject to assessment by the Association in accordance with the Covenants shall be a member of this Association, and subject to and bound by this Charter of Incorporation, and the Association's Bylaws, and Rules and Regulations, as the same may be amended from time to time, and by the Covenants, provided that any such person or entity who holds such title or interest merely as security for the performance of an obligation shall not be a member of the Association.

(b) Until all those tracts or parcels of land defined as "Lots" in the Covenants have been sold, the Club shall have two classes of lots, and a member's voting rights shall be determined by the class of lot in which he holds the interest required for membership in the Association.

(i) Class A Lots shall consist of those lots owned by members other than the Declarant. Each owner of a Class A Lot shall be entitled to one vote for each lot in which he holds the interest required for membership by Section 4.01 of the Covenants. When more than one person holds an interest or interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot by any such member or members. When one or more co-owners purport to vote for his or her co-owners, such vote shall be counted unless one or more of the other co-owners is present and objects to such vote. If co-owners are unable to agree as to the vote, then no vote for such lot shall be counted.

(ii) Class B Lots shall consist of all lots owned by the Declarant, and until all lots within the Clifitops development are sold, the Declarant shall have ten votes for each lot owned by it.

(iii) After all lots (as defined in the Covenants) are sold, then all lots shall be considered to be Class A Lots and the Association shall thereafter have only one class of voting membership.

(iv) Membership in the Association shall be automatically transferred to the new owner on conveyance of any lot or dwelling unit (as defined in the Covenants) and recording of the deed or conveyance in the applicable public office. Membership shall be appurtenant to and may not be separated from ownership of any lot.

190 JUN 19 PM 1:13

00215 01045

7. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members.

8. Members representing twenty-six percent (26%) or more of the votes entitled to be cast at any meeting, present in person or by proxy, shall constitute a quorum for the transaction of business, except as may otherwise be provided by law, by the Charter of Incorporation, by the Covenants, or the Bylaws. If a quorum shall not be present or represented by proxy at any such meeting, then those entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time and notice of an adjourned meeting need not be given if the time and place to which it is adjourned are announced at the meeting at which the adjournment is taken. At any such adjourned meeting the quorum required shall be one-half the quorum required at the preceding meeting. No such adjourned meeting shall be held more than sixty (60) days following the preceding meeting or, if it is so held, the quorum required shall again be twenty-six percent (26%). When a quorum is once present to organize the meeting, it cannot be broken by the subsequent withdrawal of a member or members.

9. The Board of Directors of the Association shall consist of seven (7) persons. At the first election two (2) members shall be elected to serve for a term of one (1) year, two (2) to serve for two (2) years, and three (3) to

FILED
SECRETARY OF STATE

1981 JUN 19 PM 1:20

00215 01046

serve for three (3) years. At all subsequent elections, members of the Board shall be elected for a term of three (3) years, so that the term of one-third of the Board shall expire each year. The Board may be enlarged in multiples of three (3), but in no event shall the Board consist of more than thirteen (13) members.

Dated this 18th day of June,
19 81.

W. Lee Cobble, Incorporator

STATE OF TENNESSEE, AN UNINCORPORATED ENTITY

I, Johnny Matthews, Register of said County, do hereby certify that the foregoing instrument and certificate were noted in this Book 112 of said County at 10309 on June 2, 19 81, and recorded in Book 112 Page 430. State Tax Paid \$ Fee

Recording Fee \$ 25.00 Total \$ 25.00

Receipt No. 43757

Johnny Matthews
Register