

EXHIBIT "B"

CHARTER OF THE ASSOCIATION

[SEE ATTACHED]

Cindy L Briley, Register
Sumner County Tennessee
Rec #: 1000354 Instrument #: 1312696
Rec'd: 5.50 Recorded
State: 0.00 5/27/2020 at 11:11 AM
Clerk: 0.00 in Record Book
Other: 2.00
Total: 7.50 5226

Pages 534-539

FORWARDED TO SUMNER COUNTY ASSESSOR
OF PROPERTY ON DATE OF RECORDING

CHARTER

OF

SMITH FARMS HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person, having capacity to contract and acting as the incorporator of a corporation under the Tennessee Nonprofit Corporation Act, adopts the following Charter for such corporation:

1. The name of the corporation is SMITH FARMS HOMEOWNERS ASSOCIATION, INC.
2. The name of the initial registered agent of the corporation is SMITH FARMS HOMEOWNERS ASSOCIATION, INC.
3. The address of the initial registered office of the corporation is 393 Maple Street, Suite 100, Gallatin, TN 37066.
4. The address of the principal office of the corporation in the State of Tennessee shall be 393 Maple Street, Suite 100, Gallatin, TN 37066.
5. The name and address of the incorporator is Jeremy H. Cherry, Esq., Ortale Kelley Law Firm, P.O. Box 198985, 330 Commerce Street, Suite 110, Nashville, Tennessee 37201.
6. The corporation is a mutual benefit corporation.
7. The corporation is not for profit.
8. This corporation is organized for the purpose of providing for the ownership, operation, maintenance, preservation, development, and control of all property known as SMITH FARMS as established by a Declaration of Covenants,

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Conditions and Restrictions and Bylaws for the benefit and use of the owners and residents of the Lots indicated thereon and in pursuit thereof to:

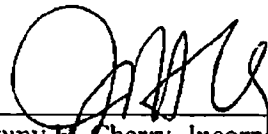
- a. Acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in accordance with the law and in connection with the purposes of this corporation;
- b. Fix, levy, collect and enforce payment by any lawful means of all charges and assessments levied or assessed against members of the corporation and to pay all expenses incident to the conduct of the business of the corporation including all licenses, taxes, or other charges levied against the property of the corporation;
- c. Borrow money and mortgage, pledge, or deed in trust any or all of its real or personal property as security for money borrowed for debts incurred;
- d. Contract or otherwise provide for necessary or desired maintenance, or improvement, repair, restoration or alteration of its real and personal property, and to purchase, if necessary, equipment, and employ personnel to achieve these purposes;
- e. Represent and promote the welfare of the owners and residents of the Lots located within SMITH FARMS and to have and exercise any and all rights, powers, and privileges which a corporation not for profit organized under the Tennessee General Corporation Act may now or hereafter have or exercise; and

- f. Generally engage in any other lawful endeavor or activity in furtherance of the foregoing, so long as such endeavor or activity does not prevent the corporation from being, or maintaining its status as, a homeowners association as defined by Section 528(c)(1) of the Internal Revenue Code of 1986 or corresponding section of any future income tax code.
9. This corporation is to have members. Every person or entity who is a record owner of a fee interest in any Lot located within SMITH FARMS shall be a member of the corporation. Nothing herein is intended to include persons or entities holding any interest intended merely as security for the performance of an obligation. Ownership of a Lot shall be the sole qualification for members, and a membership shall not be transferable other than as it is appurtenant to ownership of a Lot. When more than one (1) person holds an interest in a Lot, only one (1) certificate of membership shall issue and the rights and privileges accruing to such membership shall be assigned among the owners as they may agree.
10. To the extent allowed by the laws of the State of Tennessee, no present or future directors of the corporation (or his or her estate, heirs and personal representatives) shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director shall be further eliminated to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended.
11. With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each

present and future director and officer to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

12. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private individuals or persons, except that the corporation shall be authorized and empowered to (a) pay reasonable compensation for goods and services rendered, (b) rebate excess membership dues, fees or assessments, and (c) make payments in furtherance of the purposes set forth herein.
13. Upon dissolution, after all creditors of the corporation have been paid any excess membership dues, fees or assessments have been rebated, its assets shall be distributed to the then current Lot owners.
14. This Charter may be amended upon the approval of at least two-thirds (2/3) vote of eligible Lot owners, however, this Charter may be amended unilaterally: (1) by the incorporator up to the date the first Lot is conveyed to an owner other than Declarant or builders holding title solely for purposes of development and sale; or (2) by the Board of Directors at any time as permitted under Tenn. Code Ann. §§ 48-51-101 *et seq.*

DATED this 26th day of May, 2020.



Jeremy H. Cherry, Incorporator
Ortale Kelley Law Firm
P.O. Box 198985
330 Commerce Street, Suite 110
Nashville, Tennessee 37201
Phone: (615) 256-9999
Fax: (615) 726-1494



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

SMITH FARMS HOMEOWNERS ASSOCIATION, INC
393 MAPLE ST
GALLATIN, TN 37066-6351

May 27, 2020

Filing Acknowledgment

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

SOS Control # :	001099432	Formation Locale:	TENNESSEE
Filing Type:	Nonprofit Corporation - Domestic	Date Formed:	05/26/2020
Filing Date:	05/26/2020 4:00 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2021
Duration Term:	Perpetual	Image # :	B0871-1218
Public/Mutual Benefit:	Mutual		
Business County:	SUMNER COUNTY		

Document Receipt

Receipt # : 005567474	Filing Fee:	\$100.00
Payment-Check/MO - ORTALE KELLEY, NASHVILLE, TN		\$100.00

Registered Agent Address:
SMITH FARMS HOMEOWNERS ASSOCIATION, INC
393 MAPLE ST
GALLATIN, TN 37066-6351

Principal Address:
393 MAPLE ST
GALLATIN, TN 37066-6351

Congratulations on the successful filing of your **Charter** for **SMITH FARMS HOMEOWNERS ASSOCIATION, INC** in the State of Tennessee which is effective on the date shown 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. Please visit the Tennessee Department of Revenue website (www.tn.gov/revenue) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

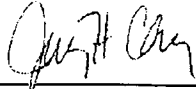
Processed By: Adam Harrer

Phone (615) 741-2286 * Fax (615) 741-7310 * Website: <http://tnbear.tn.gov/>

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I, the undersigned, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.



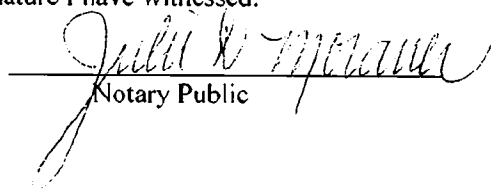
JEREMY H. CHERRY

State of Tennessee

County of Davidson

Personally appeared before me, the undersigned, a Notary Public for this county and state, JEREMY H. CHERRY, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

My Commission expires: 11/8/2022



Notary Public