

**ARTICLES OF INCORPORATION
OF
"SHEFFIELD" ON THE HARPETH HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Tennessee General Corporation Act, the undersigned, EDWARD RANDALL PHILLIPS, a natural person, of Nashville, Davidson County, Tennessee, has this day voluntarily formed a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is "Sheffield" on the Harpeth Homeowners' Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 2910 Kraft Drive, Nashville, Tennessee 37204.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described in Exhibit "A" attached hereto and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to;

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Register of Deeds, Nashville, Davidson County, Tennessee, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or charges levied or imposed against the property of the Association;
- (c) 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 connection with the affairs of the Association.
- (d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer.
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merge, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Tennessee by law may now or hereafter have or exercise.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE V VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier;

- (a) When the total votes outstanding in the Class A membership exceed the total votes outstanding in the Class B membership; or
- (b) On January 1, 1991

ARTICLE VI BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
Edward Randall Phillips	Nashville, Tennessee
Randall Lee Phillips	Nashville, Tennessee
Harry Edward Phillips	Nashville, Tennessee
Cliff Hall	Nashville, Tennessee
Dixie Griffin	Nashville, Tennessee

At the first annual meeting the members shall elect one Director for a term of one year, two Directors for a term of two years, and two Directors for a term of three years; and at each annual meeting thereafter the members shall elect replacement Directors for a term of three years.

ARTICLE VII
DISSOLUTION

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. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
DURATION

The corporation shall exist perpetually.

ARTICLE IX
AMENCMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE X
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Tennessee, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 21st day of May, 1986.

EDWARD RANDALL PHILLIPS
INCORPORATOR

STATE OF TENNESSEE
Davidson County

Personally appeared before me, the undersigned, a Notary Public, in and for said County and State, the within named EDWARD RANDALL PHILLIPS, the bargainor, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained. Witness by hand and official seal at Nashville Tennessee of May, 1986

My Commission Expires 10/24/88
Notary Public