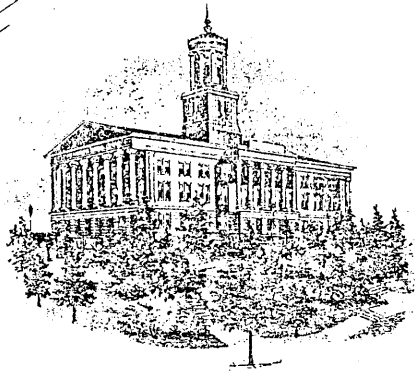


Received the 17 day of Sept, 19 51 at 9:28 o'clock A.M.

373

Reid White Register

# State of Tennessee



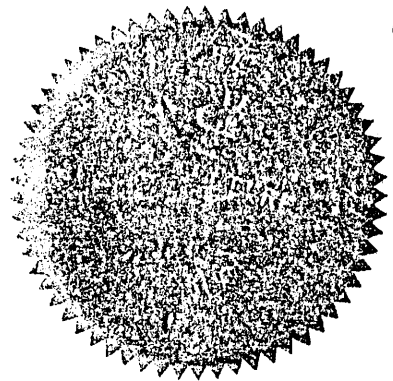
## Department of State

I, James H. Cummings, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificate of Acknowledgment was filed in my office and recorded on the thirteenth day of July 19 51 in Corporation Record Book Misc. A-17 page 364

In Testimony Whereof, I have hereunto subscribed my Official Signature, and by order of the Governor, affixed the Great Seal of the State of Tennessee, at the Department, in the City of Nashville, this 13th day of

July A.D. 1951

*James H. Cummings*  
Secretary of State



C H A R T E R O F I N C O R P O R A T I O N

BE IT KNOWN, That D. W. Barber, Wylie Bowmaster, A. H. Nielsen, Fred C. Smith and Mrs. J. H. Taylor, are hereby constituted a body politic and corporate, by the name of and style of The Timberlake Community Club for the purpose of maintaining a club for the social enjoyment and general welfare of the Timberlake Road Community and its residents:

(a) By constructing, operating and maintaining recreation and athletic facilities such as a playground, tennis courts, swimming pool and boat dock.

(b) By sponsoring social activities of an educational, recreational and cultural nature such as dances, picnics and lectures.

(c) By improving and beautifying the community area through the preservation of native shrubs and wild life, landscaping the roadside and developing and maintaining vistas.

(d) By carrying out such other community activities for the social enjoyment of the members as will make the community a better place to live.

(e) And for the purpose of furthering or attaining any of its objects, to do any and all acts and things in any manner connected with the business of the corporation, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation as such a corporation may lawfully do; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations for "the maintenance of clubs for social enjoyment, gymnastic and gymnasium clubs, gun clubs, baseball, polo clubs, and other clubs for the promotion of athletic sport, either for profit or pleasure."

The general powers of said corporation shall be:

(1) To sue and be sued by the corporate name.

(2) To have and use a common seal, which it may alter at pleasure; if no common seal, then the signature of the name of the corporation, by any duly

authorized officer, shall be legal and binding.

(3) Any corporation chartered under the laws of Tennessee for religious, charitable, educational, missionary, or other eleemosynary purposes, and not for profit, shall have the power to receive property, real, personal or mixed, by purchase, gift, devise, or bequest, sell the same and apply the proceeds toward the promotion of the objects for which it is created, or hold any such property and apply the income and profits towards such objects.

(4) Any corporation heretofore chartered for any of the foregoing purposes, desiring to avail itself of these powers, shall submit the question to its directors or trustees at any regular meeting, or special meeting, called for the purpose, or to any regular or special meeting of its executive committee and if a majority of said directors, trustees, or executive committee vote in favor of applying for the amendment, it may then proceed in usual course to file an amendment to its charter.

(5) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs.

(6) To appoint such subordinate officers and agents, in addition to a president and secretary, or treasurer, as the business of the corporation may require.

(7) To designate the name of the office, and fix the compensation of the officer.

(8) To borrow money to be used in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, upon such property, real, personal, or mixed, as may be owned by it; and it may, in like manner, secure by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted.

The said five or more incorporators shall, within a convenient time after the registration of this charter, elect from their number a president, secretary, and treasurer, or the last two officers may be combined into one, said officers

and the other incorporators to constitute the first board of directors. Any corporation not for profit may increase its directors or trustees to a number not more than one hundred, by due and proper amendment to its by-laws, unless otherwise specifically provided. In all elections each member to be entitled to one vote, either in person or by proxy, and the result to be determined by a majority of the votes cast. Due notice of any election must be given by advertisement in a newspaper, personal notice to the members, or a day stated on the minutes of the board one month preceding the election. The term of officers may be fixed by the by-laws, the said term not, however, to exceed three years. All officers hold office until their successors are duly elected and qualified.

The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

The board of directors shall keep a record of all their proceedings, which shall be at all times subject to the inspection of any member. The corporation may establish branches in any other county in the state.

The members may, at any time, voluntarily dissolve the corporation, by a conveyance of its assets and property to any other corporation holding a charter from the state for purposes not of individual profit, first providing for corporate debts. A violation of any of the provisions of the charter shall subject the corporation to dissolution at the instance of the state.

The charter is subject to modification and amendment; and in case said modification or amendment is not accepted, corporate business is to cease, and the assets and property, after payment of debts, are to be conveyed, as aforesaid, to some other corporation holding a charter for purposes not connected with individual profit. Acquiescence in any modification, thus declared, shall be determined in a meeting of the members especially called for that purpose, and only those voting in favor of the modification shall thereafter compose the corporation.

The means, assets, income, or other property of the corporation shall **377** not be employed, directly or indirectly, for any other purpose whatever than to accomplish the legitimate objects of its creation, and by no implication shall it engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

Expulsion shall be the only remedy for the nonpayment of dues by the members, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

We, the undersigned, the incorporators above mentioned, hereby apply to the State of Tennessee for a charter of incorporation for the purposes declared in the foregoing instrument.

Witness our hands this, the 11<sup>th</sup> day of July, 1951.

SUBSCRIBING WITNESS:

(Mrs. J. H. Taylor) Mrs. J. H. Taylor  
D. W. Barber  
Walter Baumaster  
Frederic C. Smith  
Alvin H. Nielsen

STATE OF TENNESSEE, COUNTY OF Knox

Personally appeared before me Carrie Albert

Notary Public, the within named incorporators, Mrs. J. H. Taylor  
D. W. Barber, Walter Baumaster  
Frederic C. Smith, Alvin H. Nielsen

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Knoxville, Tennessee, this 12<sup>th</sup> day of July, 1951.

Carrie Albert  
Notary Public

My commission expires 13<sup>th</sup> day of January, 1952.

