

PREPARED BY:
CHARLIE R. JOHNSON
ATTORNEY AT LAW, P.C.
150 COURT AVENUE
SEVIERVILLE, TN 37862

SHIELD.BL (CONDODOC-D2)

ARTICLES OF INCORPORATION
OF SHIELDS MOUNTAIN PROPERTY OWNER'S
ASSOCIATION, INCORPORATED

In compliance with the requirements of Tenn. Code Ann. Sect. 48-1-101 et seq., entitled General Corporation Act, the undersigned, all of whom are residents of Sevier County, Tennessee and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is SHIELDS MOUNTAIN PROPERTY OWNER'S ASSOCIATION, INCORPORATED, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 2916 Mountain Blvd., Sevierville, Sevier County, Tennessee 37876.

ARTICLE III

_____, whose address is 2916 Mountain Blvd., Sevierville, Sevier County, Tennessee 37876 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

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 improvement of lots within that certain tract of property described as:

SITUATE in the Thirteenth (13th) Civil District of Sevier County, Tennessee and being Shields Mountain Estates and being the same land or property conveyed to Shields Mountain Estates by deed of Blaine McMahan et al dated November 17, 1975 and recorded in WD Book 254, Page 645 in the Register's Office for Sevier County, Tennessee to which deed reference is here made for description.

(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 Protective Covenants, Conditions and Restrictions, hereinafter called the "Restrictions", applicable to the property and recorded in Misc. Book 45, Page 67 in the Office of the Register of Deeds for Sevier County, Tennessee and as the same may be amended from time to time as therein provided, said Restrictions being incorporated herein as if set forth verbatim;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(c) Maintaining the roads, easements and right-of-ways and entrance sign, landscaping and any common lighting; mowing and cleaning right-of-way areas and vacant lots regardless of ownership; electing Building Review Committee members;

(d) 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 V

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 VI

VOTING RIGHTS

Section 1. Every owner of a lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section 2. The Association shall have voting members.

Section 3. Each member shall be entitled to one (1) vote for each lot owned in all phases of the development. 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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:

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

DISSOLUTION

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

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

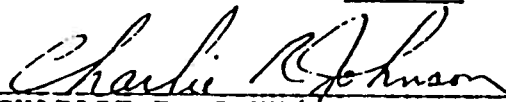
Amendment of these Articles shall require the assent of a majority of the entire membership.

ARTICLE XI

MUTUAL BENEFIT CORPORATION

This corporation shall exist for the mutual benefit of the members of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Tennessee, I, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of November, 1994.


CHARLIE R. JOHNSON, INCORPORATOR
150 COURT AVENUE
SEVIERVILLE, TN 37862

BY-LAWS OF
SHIELDS MOUNTAIN PROPERTY OWNER'S
ASSOCIATION, INCORPORATED

NAME AND LOCATION. The name of the corporation is **SHIELDS MOUNTAIN PROPERTY OWNER'S ASSOCIATION, INCORPORATED**, hereinafter referred to as the "**Association**". The principal office of the corporation shall be located at 2916 Mountain Blvd., Sevierville, Tennessee 37876, but meetings of members and directors may be held at such places within the State of Tennessee, County of Sevier, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Shields Mountain Property Owner's Association, Incorporated, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property known as Shields Mountain Estates in the Declaration of Protective Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners. Said "common area" includes but is not limited to the roads, easements and right-of-ways in Shields mountain Estates.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of any areas designated or dedicated for a street and any areas reserved for future development and not numbered. Lots shall also include any lot in Shields Mountain Estates deeded by a metes and bounds description.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entitles, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. "Developer" shall mean and refer to Shields Mountain Estates, a partnership composed of Claude J. Shields, Lawrence Torri and James M. Sanders, their successors and assigns.

Section 7. "Restrictions" shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Properties recorded in Misc. Book 45, Page 67 in the Office of the Register of Deeds of Sevier County, Tennessee.

Section 8. "Member" shall mean and refer to those persons entitled to membership as an owner of a lot in Shields Mountain Estates.

Section 9. "Right-of-Way" shall mean the fifty (50) foot wide right-of-ways por easements. The right of way lies twenty-five (25 ft. either side of the center of the roads.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on or before the first week of February, 1995, and each subsequent regular annual meeting of the members shall be held during the first week of March each year as set by the Board of directors.

Section 2. Special Meeting. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3rd) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association.

However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Restrictions. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held semi-annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the facilities, and the personal conduct of the

members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Restrictions;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

(c) to collect assessments to maintain the common areas, to wit:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) procure and maintain adequate liability and hazard insurance as the Board of Directors deems to be necessary;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the roads, right-of-ways, easements, entrance sign, landscaping and common lighting of Shields Mountain Estates to be maintained.

(h) Cause the mowing and cleaning of right-of-way areas and vacant lots regardless of ownership;

(i) Election of a Building Review Committee to assume the duties of the Developer as set out in the restrictions of shields Mountain Estates as recorded in Misc. Book 45, Page 67 in the Register's Office for Sevier County, Tennessee. Further, the board shall assess any attorney fees for enforcement of the restrictions against the owner-violator and said assessment shall become a lien against the property.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

PRESIDENT

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments and shall co-sign all checks.

VICE-PRESIDENT

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

TREASURER

(d) The treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Review Committee, to perform the duties of the Developer as provided in the Restrictions and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictions, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided herein, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability

for the assessments provided for herein by non-use of or abandonment of his lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

SHIELDS MOUNTAIN PROPERTY OWNER'S ASSOCIATION, INCORPORATED.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the Shields Mountain Property Owner's Association, Incorporated have hereunto set our hands this 12TH day of SEPTEMBER, 1994.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the Shields Mountain Property Owner's Association, Incorporated a Tennessee Corporation, and,

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 12th day of SEPTEMBER, 1994.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 12th day of SEPTEMBER, 1994.

Secretary:

STATE OF TENNESSEE

COUNTY OF SEVIER

Personally appeared before me, the undersigned authority, a Notary Public, CHARLIE R. JOHNSON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 9th day of November, 1994.

Sherry J. Myers
NOTARY PUBLIC

My Commission Expires: 01-24-96

