

# State of Tennessee



**Department of State**  
 Corporate Filings  
 312 Eighth Avenue North  
 6<sup>th</sup> Floor, William R. Snodgrass Tower  
 Nashville, TN 37243

## CHARTER (Nonprofit Corporation)

For Office Use Only

RECEIVED  
 STATE OF TENNESSEE  
 2003 APR 14 AM 11:08  
 MILET DANNELL  
 SECRETARY OF STATE

The undersigned acting as incorporator(s) of a nonprofit corporation under the Tennessee Nonprofit Corporation Act adopts the following Articles of Incorporation.

1. The name of the corporation is: SPRUCE CREEK TRAILS ASSOCIATION, INC.

2. Please complete all of the following sentences by checking one of the two boxes in each sentence:

This corporation is a  public benefit corporation /  mutual benefit corporation.

This corporation is  a religious corporation /  not a religious corporation.

This corporation will  have members /  not have members.

3. The name and complete address of the corporation's initial registered agent and office in Tennessee is:

Robert H. Livingston, P.O. Box 335, Jamestown, Tennessee 38556 Fentress County

Name Street Address City State, Zip Code County

4. List the name and complete address of each incorporator:

Robert H. Livingston, P.O. Box 335, Jamestown, Tennessee 38556

Name (Include Street Address, City, State, and Zip Code)

Ricky Rains, P.O. Box 1544, Jamestown, Tennessee 38556

Name (Include Street Address, City, State, and Zip Code)

Name (Include Street Address, City, State, and Zip Code)

5. The complete address of the corporation's principal office is:

463 Spruce Creek Drive, Jamestown, Tennessee USA 38556 Fentress

Street Address City State/Country Zip Code

6. The corporation is not for profit.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are:

Date \_\_\_\_\_, \_\_\_\_\_, Time \_\_\_\_\_ (Not to exceed 90 days.)

10. Insert here the provisions regarding the distribution of assets upon dissolution:

Upon dissolution assets remaining after all debts of the corporation have been satisfied shall be distributed either to a corporation organized under Internal Revenue Code 501(a) or to a governmental organization.

11. Other provisions:

Inserted on Page 2.

3/31/03  
 Signature Date

Robert H. Livingston  
 Incorporator's Signature  
 Robert H. Livingston  
 Incorporator's Name (typed or printed)

SS-4418 (Rev. 4/01)

Filing Fee: \$100

RDA 1678

We were assigned ID# 000447193 on 5/20-2003

4 1983 4 1983  
4 1981 4 1987

**CHARTER**  
**(Nonprofit Corporation)**

**SPRUCE CREEK TRAILS ASSOCIATION, INC.**

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11 Other Provisions

- a. The bylaws may permit more than one class of members. In all cases, whether there is a sole class or multiple classes, there shall always be one class of members (whether it is the sole class or one class of multiple classes) which shall be comprised only of landowners in Spruce Creek Acres Subdivision, Fentress County, Tennessee. This class of Spruce Creek landowners only and exclusively shall have the right to vote on the acquisition, disposition, maintenance, construction, control or on any other matter related to the land designated as trails, or any other land not so designated, owned by Spruce Creek Trails Association, Inc., or land not owned by Spruce Creek Trails Association, Inc., but located in Spruce Creek Acres Subdivision which is under its operational and management control. This provision can be changed only with an affirmative vote of two-thirds of the land owners in Spruce Creek Acres Subdivision; all phases are required to be included.
- b. The Board of Directors and corporate officers shall be comprised of land owners from the Spruce Creek Acres Subdivision, Fentress County, Tennessee. This provision can be changed only with an affirmative vote of two-thirds of the land owners in Spruce Creek Acres Subdivision; all phases are required to be included.
- c. The Board of Directors shall be made up of nine (9) members to serve staggered terms: three members shall serve one-year terms; three members shall serve two-year terms; and three members shall serve three-year terms. The initial set of directors are hereby designated:

**One-Year Term**

Jacquelynn Goldsmith

Darron Rudd

Tom Pickard

**Two-Year Term**

Brenda Hyde

Don Mitchell

Jim Schwartz

**Three-Year Term**

Tom Janceck

Ricky Rains

Karen Whitehead