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FILED 10:23 AM '89

KATHRYN BROWN, REG.
SUMNER COUNTY, TENN.

RECEIVED
STATE OF TENNESSEE

CHARTER
OF
22831

RECORDING	5.00
STATE TAX \$	
REG. FEE \$	1
TOTAL \$	5.00
REC. NO.	23947

FEB -1 11 4 05
NORTH POINTE HOMEOWNERS ASSOCIATION, INC.

GENEVA M. HILL
SECRETARY

Pursuant to the provisions of Section 48-52-101 of the Tennessee Nonprofit Corporation Act, as amended, the undersigned incorporator delivers the following charter for filing with the Secretary of State:

ARTICLE I

The name of the corporation is North Pointe HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a mutual benefit corporation and is not organized for profit.

ARTICLE III

The address of the principal office of the corporation in the State of Tennessee is c/o Phillips Builders, Inc., 2910 Kraft Drive, Nashville, Tennessee 37204.

ARTICLE IV

The address of the registered office of the corporation shall be Phillips Builders, Inc., 2910 Kraft Drive, Nashville, Tennessee 37204. The registered agent at that office shall be H. E. Phillips.

ARTICLE V

The purposes for which the corporation is organized are:

- (a) To operate, manage, maintain and administer the affairs of North Pointe, a Planned Unit Residential Development (hereinafter referred to as "PUD"), established pursuant to that certain Declaration of Restrictive Covenants for North Pointe dated January 24, 1989, filed for record in Book 64, Page 503, Register's Office for Sumner County, Tennessee; and the Plat filed for Record in Plat Book 12, Pages 274-276, in said Register's Office (hereinafter referred to as the "Declaration" and the Plat", respectively).
- (b) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of North Pointe in accordance with the Declaration.

REC'D FEB 13 1989 AT 10:23 REC. IN Record BOOK 67 PAGE 66
KATHRYN BROWN, REGISTER - SUMNER COUNTY, TENN.

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STATE OF TENNESSEE
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ARTICLE VI

The corporation is to have members, and each Owner, as that term is defined in the Declaration, shall be a member of the corporation and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation.

ARTICLE VII

(a) The share of an Owner in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his Lot in the PUD.

(b) Each Owner shall be entitled to a vote, in accordance with the Lot Classification set forth in the Declaration.

(c) No Owner other than the Developer shall be entitled to vote at any meeting of the corporation until he has presented evidence of ownership of a Lot in the PUD to the corporation. The vote of each Owner may only be cast by such Owner or by a proxy given by such Owner to his duly authorized representative. If title to a Lot shall be in the name of two or more persons as Owners, any one of such Owners may vote as the Owner of the Lot at any meeting of the corporation and such vote shall be binding on such other Owners who are not present at such meeting until written notice to the contrary has been received by the corporation, in which case the unanimous action of all such Owners (in person or by proxy) shall be required to cast their vote as Owners. If two or more of such Owners are present at any meeting of the corporation, then unanimous action shall also be required to cast their vote as Owners.

(d) An Owner in default with respect to any provision of the Declaration shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

(e) Defined terms used in the Declaration shall have the same meanings ascribed to them herein.

ARTICLE VIII

(a) The number of Directors of the corporation shall be fixed by the Bylaws of the corporation but shall not be less than three (3). The Directors of the corporation shall be appointed by the Developer until after transfer of control to the Owners, as provided in the Declaration. After such time, the Directors shall be elected by the members at the annual meeting of members as provided in the Bylaws of the corporation to serve in accordance with the term of office established in such Bylaws.

(b) Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon.

(c) The initial Board of Directors shall be composed of the following individuals:

67

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GENTRY CUNNINGHAM
SECRETARY OF STATE

H. E. Phillips
2910 Kraft Drive
Nashville, Tennessee 37204

68

Randall L. Phillips
2910 Kraft Drive
Nashville, Tennessee 37204


C. Wayne Meadows
2910 Kraft Drive
Nashville, Tennessee 37204

ARTICLE XI

For so long as the Developer under the Declaration retains a weighted vote within the corporation, as described in Article IV, Section 2 of the Declaration, the corporation shall not annex any additional properties, participate in any merger or consolidation, mortgage any portion of the Common Areas, amend this Charter or dissolve this corporation without the prior consent of the Secretary of the United States Department of Housing and Urban Development or the Director of the Veterans Administration as the case may be.

IN WITNESS WHEREOF, the undersigned, having capacity to contract and acting as the Incorporator under the Tennessee Non-Profit Corporation Act, submits the foregoing Charter for North Pointe Homeowners Association, Inc.

Dated this 1st day of February, 1989.


H. Marshall Greene, Incorporator

21653

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THIS INSTRUMENT PREPARED

BY O'Hare, Sherrard & Lee

ADDRESS: 500 Church St.
Nashville, In. 37219

OF

CORPORATE BYLAWS

OF

KATHRYN BROWN, REG.
SUMNER COUNTY, TENN.

ORDING _____
TAX \$ _____
FEES \$ 36.00
ALS \$ _____
NO. 22702

NORTH POINTE HOMEOWNERS ASSOCIATION, INC.

REC'D - JAN 24 1989 AT 2:39 REC. IN Record Book 64 PAGE 504
KATHRYN BROWN, REGISTER SUMNER COUNTY, TENN.

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OF

NORTH POINTE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1: DEFINITIONS

The words defined in the Declaration of Restrictive Covenants for North Pointe recorded in Book 64, Page 484, Registers' Office for Sumner County, Tennessee (hereinafter referred to as the "Declaration"), shall have the same meaning in these Corporate Bylaws.

ARTICLE 2: OFFICES

2.01. Registered Office. The registered office of the corporation shall be at Phillips Builders, Inc., 2910 Kraft Drive, Nashville, Tennessee 37204, and the name of the registered agent of the corporation is H. E. Phillips.

2.02. Other Offices. The corporation may also have offices at such other places both within and without the State of Tennessee as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE 3: MEMBERS AND MEMBERSHIP PRIVILEGES

3.01. Membership. Each Owner shall be a Member of the corporation and no other person or entity shall automatically be entitled to membership. No Member shall be required to pay any consideration whatsoever solely for his membership in the corporation.

ARTICLE 4: MEETINGS OF MEMBERS

4.01. Place of Meetings. Meetings of the Members of the corporation may be held at a place to be determined by the Board of Directors within Davidson or Sumner Counties, Tennessee.

4.02. Annual Meeting. Unless otherwise specified in a written notice from the Board of Directors, an annual meeting of the Members of the corporation shall be held each year on the second Thursday of the third month following the close of the fiscal year if not a legal holiday, and if a legal holiday, then on the next secular day following, at 7:00 p.m. at which time the Members shall elect a Board of Directors, and shall transact such other business as may properly be brought before the meeting. Provided, however, the annual meeting must be held no later than forty-five (45) days from the original scheduled date.

4.03. Special Meeting. Special meetings of the Members, for any purpose or purposes, may be called by the president, the Board of Directors, or by Members having not less than five (5%) percent of the total percentage values of those votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of such meeting.

4.04. Notice. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each Member of the corporation entitled to vote at such meeting.

4.05 Quorum. The presence in person or by proxy of more than fifty (50%) percent of the percentage values of those votes entitled to be cast at a meeting of the Members shall constitute a quorum at all meetings of the Members for the transaction of business. If, however, the Members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted at which might have been transacted at the meeting as originally notified.

4.06. Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting, the vote of the holders of more than fifty per cent (50%) of the percentage values of those votes entitled to be cast of Members qualified to vote and present in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Declaration, the Charter of the corporation or these Corporate Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

4.07. Method of Voting; Proxies. Each Member shall be entitled to a vote for each Lot owned by such Member. No Member, other than the Developer, shall be entitled to vote at any meeting of the corporation until such Member has presented evidence of ownership of a Lot in North Pointe to the Board of Directors. The vote of each Member may only be cast by such Member or by a proxy given by such Member to his duly authorized representative bearing a date not more than eleven months prior to such meeting. Such proxy shall be filed with the secretary of the corporation prior to or at the time of the meeting. If title to a Lot shall be in the name of two or more persons as Coowners, all of such persons shall be Members of the corporation and are referred to herein as "Joint Coowners". Any one of such Joint Coowners may vote at any meeting of the Members of the corporation and such vote shall be binding upon such other Joint Coowners who are not present at such meeting until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such Joint Coowners (in person or by proxy) shall be required to cast their vote as Members. If two or more of such Joint Coowners are present at any meeting, their unanimous action shall also be present at any meeting, their unanimous action shall also be required to cast their vote as Members of the corporation.

4.08. Cumulative Voting Denied. Cumulative voting for Directors shall not be permitted.

5.01. Management. The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the Declaration, the Charter, or these Corporate Bylaws, directed or required to be exercised or done by the Members.

5.02. Number; Qualifications; Election; Term. The Board of Directors shall consist of three (3) Directors, each of whom shall be a Member of the Association or a partner or employee of the Developer, or its subsidiaries or affiliates. The Members of the initial Board of Directors shall serve terms of two (2) years until the annual meeting of Members following such election in the designated term of office of such Directors. Each Director elected to replace an original Director upon the expiration of his term of office shall serve for a term of office ending with the third annual meeting of Members following his election or until his successor shall be elected and shall qualify. The Directors shall be appointed by the Developer until after the first of (a) the conveyance by the Developer by deed to Coowners other than the Developer of Lots to which eighty percent (80%) of the percentage ownership in North Pointe, or (b) three (3) years after the conveyance of the first Lot in North Pointe by the Developer. Directors shall serve without compensation.

5.03. Removal; Change in Number; Vacancies. Any Director may be removed either for or without cause, at any special meeting of the Members of the corporation by the affirmative vote of a majority of the Members present in person or by proxy at such meeting and entitled to vote, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If any vacancy occurs in the Board of Directors, caused by death, resignation, retirement, disqualification or removal from office of any Director or otherwise, a successor or successors may be chosen at a special meeting of Members called for that purpose, and each successor Director so chosen shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

5.04. Place of Meetings. The Directors of the corporation shall hold their meetings, both regular and special within Sumner County, Tennessee.

5.05. Annual Meetings. The annual meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of Members of the corporation, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed.

5.06. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

5.07. Special Meetings. Special meetings of the Board of Directors may be called by the president on a three (3) days notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) Directors. Except as may be otherwise expressly provided by statute, the Charter or these Corporate Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

5.08. Quorum. At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.09. Committees Having Board Authority. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one (1) or more committees to consist of two (2) or more of the Directors of the corporation. Any such committee, to the extent provided in said resolution, shall and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the corporation, except where action of the full Board of Directors is required by statute or the Charter.

5.10. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the president thereunto authorized by a like resolution of the Board of Directors. Membership on such committees may, but need not be, limited to Directors or Members of the corporation.

5.11. Procedure. All committees shall keep regular minutes of their proceedings and shall report the same to the Board when required.

5.12. Managing Agents. The Board of Directors may employ for the corporation a management agent at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to the North Pointe Subdivision as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent such duties with respect to management, repair and maintenance of the North Pointe Subdivision which are not by statute, the Declaration, the Charter or these Corporate Bylaws, required to be performed by or have the approval of the Board of Directors or the Members of the corporation.

ARTICLE 6: NOTICES

6.01. Method. Whenever notice is required to be given to any Director or Member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or Member at such address as appears on the records of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mails as aforesaid.

6.02. Waiver. Whenever any notice is required to be given to any Member or Director of the corporation a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

7.01. **Number; Titles.** The officers of the corporation shall be elected by the Directors from among the members of the Board of Directors and shall be a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person except the offices of president and secretary shall not be held by the same person.

7.02. **Election.** The Board of Directors at its first meeting after each annual meeting of Members shall choose a president, a secretary, and a treasurer, all of whom shall be members of the Board.

7.03. **Other Officers.** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

7.04. **Salaries.** The salaries of all officers of the corporation, if any, shall be fixed by the Board of Directors.

7.05. **Term of Office; Removal.** Each officer of the corporation shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer become vacant for any reason, the vacancy may be filled by the Board of Directors.

7.06. **President.** The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

7.07. **Secretary.** The secretary shall attend all sessions of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. He shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be.

7.08. **Treasurer.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, he shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the

duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE 8: MISCELLANEOUS PROVISIONS

8.01. Reserves. There may be created by resolution of the Board of Directors such reserve or reserves as the Directors from time to time, in their discretion, think proper to provide for contingencies, or to repair or maintain any portion of North Pointe, or for such other purposes as the Directors shall think beneficial to the corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.

8.02. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.03. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

8.04. Seal. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

8.05. Indemnification. The corporation shall indemnify any Director, officer, or employee, or former Director, officer, or employee of the corporation, against expenses actually and necessarily incurred by him, and any amount paid in satisfaction of judgments, in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, officer, or employee (whether or not a Director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any Directors, officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter of controversy, whether or not a quorum, that it was to the interests of the corporation that such settlement be made and that such Director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled by law or under bylaw, agreement, vote of Members or otherwise.

8.06. Inconsistencies. In the event these Corporate Bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling.

8.07. Amendment of Bylaws. These bylaws may not be altered, amended or repealed except by the affirmative vote of more than fifty (50) per cent of the percentage values of those votes entitled to be cast by Members qualified to vote.

8.08. Table of Contents; Headings. The table of contents and headings used in these bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

CERTIFICATION

I hereby certify that the foregoing Corporate Bylaws were adopted by the Incorporator of North Pointe Homeowners Association, Inc. on the 16th day of January, 1989.

C. Wayne Meadows, President
President

This document prepared by:
H. Marshall Greene
GREENE & GREENE
323 Union Street
P. O. Box 198768
Nashville, TN 37219

FIRST AMENDMENT TO THE BYLAWS OF
NORTH POINTE HOMEOWNERS ASSOCIATION, INC.

This First Amendment to the Bylaws of North Pointe Homeowners Association, Inc. is made and entered into as of the 1st day of August, 1994.

W I T N E S S E T H:

WHEREAS, North Pointe Homeowners Association, Inc. (the "Association") is the duly constituted governing body of the North Pointe Planned Unit Residential Development created pursuant to the Declaration of Restrictive Covenants for North Pointe recorded in Book 64, page 484, Register's Office of Sumner County, Tennessee (the "Declaration"), as thereafter amended; and

WHEREAS, attached as an exhibit to the Declaration are the Bylaws of North Pointe Homeowners Association, Inc. recorded in Book 64, page 504, Register's Office for Sumner County, Tennessee, (the "Bylaws"); and

WHEREAS, at a duly called meeting of the North Pointe Homeowners Association held on August 1, 1994 at North Pointe the owners, there present, constituting greater than fifty percent of the percentage values of those votes entitled to be cast as defined in Section 8.07 of the Bylaws approved an amendment to the Bylaws;

NOW, THEREFORE, the Bylaws of the North Pointe Homeowners Association are hereby amended as follows:

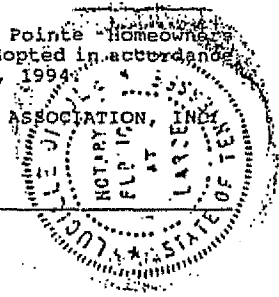
1. Section 5.02 of the Bylaws is amended to increase the size of the Board of Directors from three (3) to five (5) members. The two additional directors elected to fill those new positions will serve terms of three (3) years and two (2) years with the longest terms being awarded to the individuals obtaining the greatest vote. Thereafter, each director will serve a three (3) year term.

2. Ratification. In all other respects, the Bylaws of the North Pointe Homeowners Association are ratified and confirmed.

IN WITNESS WHEREOF, the Secretary of the North Pointe Homeowners Association certifies that the foregoing Amendment was duly adopted in accordance with the Bylaws at the association meeting held on August 1, 1994.

NORTH POINTE HOMEOWNERS ASSOCIATION, INC.

By: Robin Dillon
Its: Secretary



88654
IDENTIF. REFERENCE
SEP -7 AM 11:42
DAVIDSON COUNTY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Lucille Diddle, a Notary Public of the State and County aforesaid, personally appeared Robin Dillon with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged her self to be the Secretary of North Pointe Homeowners Association, Inc., the within named bargainer, and that he/she as such agent being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing his/her name as Secretary.

Witness my hand and official seal at office in Nashville, Tennessee, this the 1st day of August, 1994.

Lucille Diddle
Notary Public

My Commission Expires:
My Commission Expires JAN. 22, 1995

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0101
03CHECK

SECOND AMENDMENT TO THE BYLAWS OF
NORTH POINTE HOMEOWNERS ASSOCIATION, INC. 250883

This Second Amendment to the Bylaws of North Pointe Homeowners Association, Inc. is made and entered into as of the 21st day of October, 1996.

W I T N E S S E T H:

WHEREAS, North Pointe Homeowners Association, Inc. (the "Association") is the duly constituted governing body of the North Pointe Planned Unit Residential Development created pursuant to the Declaration of Restrictive Covenants for North Pointe recorded in Book 64, page 484, Register's Office of Sumner County, Tennessee (the "Declaration"), as thereafter amended; and

WHEREAS, attached as an exhibit to the Declaration are the Bylaws of North Pointe Homeowners Association, Inc. recorded in Book 64, page 504, Register's Office for Sumner County, Tennessee, (the "Bylaws"); and

WHEREAS, at a duly called meeting of the North Pointe Homeowners Association held on April 13, 1996 at North Pointe, the owners, there present, constituting greater than fifty percent of the percentage values of those votes entitled to be cast as defined in Section 8.07 of the Bylaws approved certain amendments to the Bylaws;

NOW, THEREFORE, the Bylaws of the North Pointe Homeowners Association are hereby amended as follows:

1. The first sentence of Section 4.05 of the Bylaws is deleted and replaced with the following:

The presence in person or by proxy of twenty (20%) percent of the percentage values of those votes entitled to be cast at a meeting of the Members shall constitute a quorum at all meetings of the Members for the transaction of business.

2. The following sentence shall be added at the end of Section of 5.02 of the Bylaws:

An alternate Board member will be elected each year to complete the terms of any Board vacancy that may occur before the next annual meeting. The alternate member will hold that "alternate" status until the next annual meeting.

3. The second sentence of Section 5.03 of the Bylaws is deleted and replaced with the following:

If any vacancy occurs in the Board of Directors caused by death, resignation, retirement, disqualification or removal from office of any Director, a successor will be the alternate Board member.

4. Ratification. In all other respects, the Bylaws of the North Pointe Homeowners Association are ratified and affirmed.

IN WITNESS WHEREOF, the Secretary of the North Pointe Homeowners Association certifies that the foregoing Amendment was duly adopted in accordance with the Bylaws at the association meeting held on April 13, 1996.

NORTH POINTE HOMEOWNERS ASSOCIATION, INC.

By: Kathryn Brown
Its: Secretary

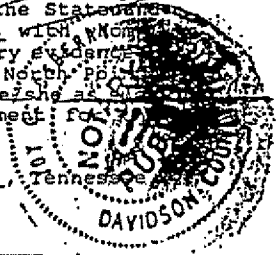
KATHRYN BROWN, REG.
SUMNER COUNTY, TENN.
RECORDING
STATE TAXES
REG. FEES
263044

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Joy Co Heberry, a Notary Public in and for the State of Tennessee, County aforesaid, personally appeared Kathryn Brown, who is personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged her self to be the Secretary of North Pointe Homeowners Association, Inc., the within named bargainer, and that her agent being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing his/her name as Secretary.

Witness my hand and official seal at office in Nashville, this the 21st day of October, 1996.

Joy Co Heberry
Notary Public



My Commission Expires: 11-28-98