

FILED

CHARTER
OF

STEVE HALL
REGISTER OF DEEDS
KNOX COUNTY

THE VILLAS OF BARRINGTON CONDOMINIUM ASSOCIATION, INC.

The undersigned, acting as the incorporator under the Tennessee Nonprofit Corporation Act, hereby adopts the following charter for and on behalf of The Villas of Barrington Condominium Association, Inc. (the "Corporation"):

1. Name. The name of the Corporation is The Villas of Barrington Condominium Association, Inc.
2. Mutual Benefit. The Corporation is a mutual benefit corporation.
3. Registered Office and Agent. The address of the registered office of the Corporation is 1801 First Tennessee Plaza, Knoxville, Knox County, Tennessee 37929. The name of the registered agent at that office shall be M. Douglas Campbell, Jr.
4. Incorporator. The name of the sole incorporator is M. Douglas Campbell, Jr., whose address is 1801 First Tennessee Plaza, Knoxville, Knox County, Tennessee 37929.
5. Principal Office. The street address of the principal office of the Corporation is 4909 Ball Road, Knoxville, Tennessee 37931.
6. Not-for-Profit. The Corporation is not for profit.
7. Members. The Corporation shall have members. Members shall be limited to owners of condominium units in The Villas of Barrington (the "Condominium") and shall be admitted to membership in accordance with the criteria and procedures established in the Master Deed and Declaration of Condominium for The Villas of Barrington and the bylaws of the Corporation, and no other persons or legal entities shall be entitled to membership.
8. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation;
 - a. all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor;
 - b. assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and
 - c. all remaining assets of the Corporation shall be disposed of in such manner

INST: 42280 MB 2308 PG: 440

INST 6124 CH 132 PG: 207
 REC'D FOR REC 07/23/1998 15:10:34 KNOX CO. TN
 RECORD FEE: \$ 5.00
 MORTGAGE TAX: \$ 0.00 TRANSFER TAX: \$ 0.00

EXHIBIT
 "B"
 To Master Deed

as the members direct, but in all events in a manner consistent with the terms of the Tennessee Nonprofit Corporation Act and applicable law.

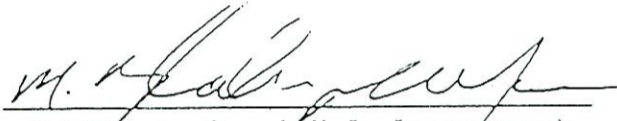
9. Purpose. The purpose for which the Corporation is organized is to serve as the association of unit owners in the Condominium, to operate and manage the Condominium for the use and benefit of the owners of units in the Condominium, as the agent of such owners, and to do all things necessary or incident to the foregoing or as required or permitted by the Master Deed and Declaration of The Villas of Barrington Condominium.

10. Limitation of Liability. The liability of any member, director, officer, employee or agent of the Corporation, and their respective successors in interest, shall be eliminated and limited to the fullest extent allowed under the Tennessee Nonprofit Corporation Act, as amended from time to time, or any subsequent law, rule or regulation adopted in lieu thereof.

11. Indemnification. The Corporation may indemnify and advance expenses to any member, director, officer, employee or agent of the Corporation, and their respective successors in interest, to the fullest extent allowed by the Tennessee Nonprofit Corporation Act, as amended from time to time, or any subsequent law, rule or regulation adopted in lieu thereof.

IN WITNESS WHEREOF, this Charter is executed this 24th day of June, 1998.

THE VILLAS OF BARRINGTON
CONDOMINIUM ASSOCIATION, INC.



(M. Douglas Campbell, Jr., Incorporator)

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