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mail  
THIS INSTRUMENT PREPARED BY:  
Gerald C. Wigger, Reg. #13463  
ORTALE, KELLEY, HERBERT & CRAWFORD  
200 Fourth Avenue North  
P.O. Box 198985  
Nashville, TN 37219-8985

BK 1492 FG 824

AMENDED AND RESTATED

BY-LAWS

OF

CAMERON FARMS HOMEOWNER'S ASSOCIATION, INC.

(Revised: January 20, 1997, Effective upon Recording)

Gerald C. Wigger, Reg. #13463  
ORTALE, KELLEY, HERBERT & CRAWFORD  
200 Fourth Avenue North  
P.O. Box 198985  
Nashville, TN 37219-8985

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AMENDED AND RESTATED

BY-LAWS

FOR

CAMERON FARMS HOMEOWNER'S ASSOCIATION, INC.

THIS FIRST AMENDMENT TO THE ASSOCIATION BY-LAWS OF CAMERON FARMS HOMEOWNER'S ASSOCIATION is made effective as of the date of the recording of this instrument.

WITNESSETH

WHEREAS, the By-Laws of Cameron Farms Homeowner's Association, Inc. dated May 2, 1991 are on record in Book 0881, page 184, Register's Office for Williamson County, Tennessee; and

WHEREAS, the Lot Owners desire to amend the Association By-Laws which begin at Book 0881, page 184, Register's Office for Williamson County, Tennessee; and

WHEREAS, Article XIII, Section 1 provides that the same can be amended by a majority of a quorum of Members present in person or by proxy at any regular or special meeting of the Members; and

WHEREAS, the requirements as set forth in said By-Laws for amendment has been met as indicated by the Certificate of the Secretary of the Association.

NOW, THEREFORE, for and in consideration of these premises, the By-Laws of the Cameron Farms Homeowner's Association, Inc. are amended as attached hereto.

CAMERON FARMS HOMEOWNER'S  
ASSOCIATION, INC.

*Chief Mitchell*

By:  
President

Sworn and subscribed before me, this 4th day of February, 1997.

*John E. Crum*  
Notary Public

My commission expires: My Commission Expires JULY 24, 1998

APPROVAL BY THE LOT OWNERS AND MEMBERS OF  
CAMERON FARMS HOMEOWNER'S ASSOCIATION, INC.  
A NOT-FOR-PROFIT CORPORATION, IS ATTACHED HERETO

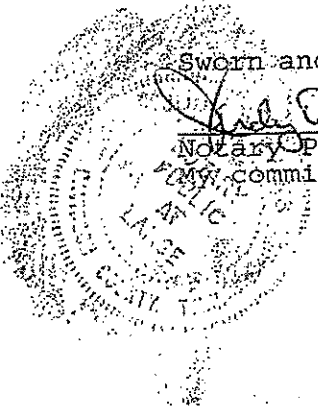


EXHIBIT BAMENDED AND RESTATED  
BY-LAWS OF  
CAMERON FARMS HOMEOWNERS' ASSOCIATIONARTICLE I

The name of this non-profit corporation is CAMERON FARMS HOMEOWNER'S ASSOCIATION, INC. The principal office of the corporation shall be located at 105 Southeast Parkway, Suite 104, Franklin, Tennessee 37064 and all meetings of members and Directors will be held at the principal office unless some other place within the State of Tennessee is designated by the Board of Directors.

ARTICLE II

## DEFINITIONS

The following words when used in these By-Laws or amendments thereto, shall have the following meanings:

SECTION 1. THE ASSOCIATION shall mean and refer to Cameron Farms Homeowner's Association, Inc., a non-profit corporation organized and existing under the laws of the State of Tennessee, its successors and assigns.

SECTION 2. OWNER shall mean and refer to a record owner including the Declarant, of a fee simple title to any Building Site which is part of the Properties, including contract sellers, but excluding those persons or entities having such interests merely as security for the performance of an obligation.

SECTION 3. COMMON AREA shall mean and refer to all real property owned or to be maintained by The Association for the

common use and enjoyment of the owners as shown on the recorded plat of Cameron Farms.

**SECTION 4.** LOT shall mean or refer to any building site or plot of land to be used for residential purposes and so designated on a subdivision plat of the property with the exception of the Common Area, and shall be recorded in the Register's Office for Williamson County, Tennessee.

**SECTION 5. PROPERTIES** shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions and such additions thereto as may be brought within the jurisdiction of The Association.

**SECTION 6. DECLARATION** shall mean or refer to the Declaration of Covenants, Conditions and Restrictions applicable to the real property which is recorded in the Register's Office of Williamson County, Tennessee.

**SECTION 7. DECLARANT** shall mean or refer to Cameron Farms Joint Venture, a Tennessee Joint Venture, its successors and assigns acquiring two or more undeveloped Lots for the purpose of development.

**SECTION 8. MEMBER** shall mean or refer to any person or persons who shall be an owner and entitled to membership in The Association pursuant to the Declaration.

**SECTION 9. PERSON** shall mean or refer to a natural person as well as a corporation, partnership, firm, association, trust or other legal entity. The use of the masculine pronoun shall include

the neuter and feminine, and the use of the singular shall include the plural where the context so requires.

SECTION 10. CHARTER shall mean or refer to the Charter of Incorporation of The Association, as said Charter is amended from time to time.

SECTION 11. BOARD shall mean or refer to the Board of Directors of The Association.

SECTION 12. BY-LAWS shall mean and refer to the By-Laws of The Association as such may be amended from time to time.

SECTION 13. CAMERON FARMS shall mean and refer to the certain residential subdivision located in the City of Spring Hill, Williamson County, Tennessee, together with such additions as may be designated by Declarant as provided in the Declaration.

#### ARTICLE III

##### MEETING OF THE ASSOCIATION

SECTION 1. ANNUAL MEETING. The annual meeting of The Association shall be held during the second calendar month following the close of The Association's fiscal year.

SECTION 2. SPECIAL MEETING. Special meetings of The Association may be called at any time by either the President or the Board of Directors or upon written request by one-fourth (1/4) of the homeowners entitled to vote. Upon receipt of such call, the Secretary shall send out notices to all members of The Association.

**SECTION 3. NOTICE OF MEETINGS.** A written or printed notice of every meeting of The Association stating whether it is an annual meeting or special meeting, the authority for the call of the meeting, the place, day and hour thereof, and the purpose for the meeting, shall be given by the Secretary to the person or persons calling the meeting, at least fifteen (15) days before such meeting. Such notice shall be given to each Member in any of the following ways: (1) by leaving the notice with him personally, (2) by leaving the notice at the residence or usual place of business of such Member or (3) by mailing it, postage prepaid, addressed to such Member at his address as it appears on the records of The Association.

**SECTION 4. WAIVER OF NOTICE.** The presence of all members, in person or by proxy, at any meeting shall render the same a valid meeting, unless any Member shall, at the opening of such meeting, object to the holding of same for noncompliance with the provisions of this Article.

**SECTION 5. QUORUM.** At any meeting of The Association, members present or by proxy, entitled to cast one-tenth (1/10) of the votes of membership shall constitute a quorum for any action not prohibited by the Charter, Declaration or these By-Laws. If such quorum shall not be present or represented at any meeting, the members entitled to vote at such meeting shall have the power to adjourn from time to time, until a quorum shall be present or represented by proxy. At any subsequent meeting at which a quorum

is present, any business may be transacted which might have been transacted by a quorum at the meeting originally called.

**SECTION 6. VOTING.** Any person, firm, corporation, trust or other legal entity or a combination thereof owning any Lot shall be a Member of The Association and either in person or by proxy be entitled to vote at all meetings of The Association. The authority or proxy given by a Member to another person to represent such Member at meetings of The Association shall be in writing, signed by such Member or Members and shall be filed with the Secretary of The Association. Every proxy unless limited by its terms, shall be deemed valid until revoked in writing; however, the said proxy shall automatically cease upon conveyance by a Member of his Building Site.

#### ARTICLE IV

##### BOARD OF DIRECTORS

**SECTION 1. NUMBER.** The Board of Directors of The Association shall consist of not more than nine (9) members and not less than five (5) members (herein referred to as "Directors" or "Members of the Board"). The Directors shall be elected at each regular annual meeting of The Association Members by the vote of the Members of The Association. Prior to each annual regular meeting, the Board of Directors shall determine the number of directors to be elected to serve for the next year pursuant to Article IX of these Bylaws. Those candidates for election as Directors receiving the greatest number of votes cast, either in person or by proxy at the meeting

of The Association Members shall be elected. Each of the Directors and candidates for membership on the Board of Directors shall be a Member of The Association in good standing.

**SECTION 2. TERM.** At the first annual meeting of The Association after these Amended By-Laws are recorded in the Register of Deeds Office for Williamson County, Tennessee, the Members shall elect two (2) Directors for a term of three (3) years, two (2) Directors for a term of two (2) years, and one (1) Director for a term of one (1) year. At each annual meeting thereafter, the Members shall elect as many Directors for a term of three (3) years as are required to fill the Board for the ensuing year pursuant to recommendations made by the Board of Directors pursuant to Section 1 of this Article.

**SECTION 3. REMOVAL.** At any regular meeting or special meeting duly called, any one or more of the elected Directors may be removed with or without cause, by a majority 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 compensation shall be paid to any Director for their services performed or rendered to The Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties and responsibilities.



SECTION 5. ACTIONS. The Directors shall have the right to take any action without a called meeting which could be taken by them by obtaining the written approval of all Directors. Any such action taken shall have the same force and effect as though taken at a duly called meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION

SECTION 1. NOMINATION. All nominations of candidates for election to the Board of Directors shall be made by a Nominating Committee. However, additional nominations of candidates to the Board may also be made by any members at the annual meeting. The Nominating Committee shall be appointed by the Board prior to each annual meeting and shall serve from the close of such annual meeting until the close of the next 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 are to be filled. Such nominations may be from among Members of The Association. The Nominating Committee shall consist of the Chairman and two (2) members of the Board of Directors.

SECTION 2. ELECTIONS. The election of candidates to the Board of Directors shall be by secret written ballot. The members present or their proxies may cast as many votes for each vacancy on the Board as they are entitled to exercise under the provisions of the Declaration. The person or candidate receiving the largest

number of votes shall be elected. Cumulative voting shall not be permitted in any election to fill a vacancy on the Board.

ARTICLE VI

MEETINGS

**SECTION 1. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held quarterly, without notice, at such place and hour as may be fixed from time to time by resolution by the Board. Nothing in these Amended By-Laws prohibits the Board of Directors from meeting on a more frequent basis depending upon the need for said meeting. Should a regularly scheduled quarterly 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 may be called by the President or by two (2) Directors on a least three (3) days' notice to each Director, given personally or by mail, addressed to his residence, or by telephone, which notice shall state the time, place and purpose of the meeting. Before or at any special meeting of the Board, any Director may, in writing, give notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any special meeting of the Board shall be a waiver of notice by him of the time and place thereof.

SECTION 3. QUORUM. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the acts of the majority present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time, and any business which might have been transacted at the meeting as originally called may be transacted without further notice.

#### ARTICLE VII

##### POWERS AND DUTIES

SECTION 1. POWERS. The Board of Directors of The Association shall have the power to:

(i) Adopt and publish rules, regulations and penalties governing The Association and the personal conduct of members and their guests.

(ii) Suspend the voting rights and right to use the Common Area during any period a Member shall be in default of any assessment levied by The Association. The Board may also suspend after appropriate notice and hearing, such rights for a period not to exceed sixty (60) days from any infraction of published rules and regulations.

(iii) Notwithstanding those powers and duties reserved to the membership under these Amended By-Laws, Charter or Declaration, the Board may exercise on behalf of The Association all powers, duties and authority vested in or delegated to it.

(iv) Declare the membership on the Board to be vacant if any member of the Board shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(v) Employ a Member, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties; and

(vi) To lease or convey the Common Area and other property or easements to Cameron Farms Homeowners Association, Inc.

SECTION 2. DUTIES. It shall be the duties of the Board of Directors to:

(i) 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;

(ii) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(iii) as more fully provided in the Declaration, to:

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

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

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

(4) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(5) procure and maintain adequate liability, hazard, and other insurance on property owned by the Association;

(6) cause all officers or employees having fiscal responsibilities to be bonded, as required by the Declaration; and

(7) cause the Common Area to be maintained.

ARTICLE VIII

## OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS. The officers of The 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 each annual meeting of the Members.

SECTION 3. TERM. The officers of The Association shall be elected annually by the Board and each shall hold office for one (1) year or as otherwise provided for in these Amended By-Laws, unless he shall sooner resign, or shall be removed, or be 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 by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time 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 of 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:

(i) **PRESIDENT.** The President shall be the Chief Executive Officer of The Association. He shall preside at all meetings of The Association and the Board and have the responsibility to ensure that all orders and resolutions of the Board are performed; sign all leases, mortgages, deeds or other written instruments and co-sign all checks and promissory notes. In addition, the President shall have all the general powers and duties which are usually vested in the office of President of an association, including but not limited to the power to appoint committees from time to time.

(ii) **VICE-PRESIDENT.** The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed by the Board.

(iii) **TREASURER.** The Treasurer shall have the responsibility to receive and deposit all monies of The Association; sign all checks and promissory notes; keep proper books of accounts; cause an annual audit at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures and to present such budget or statement at the membership's regular annual meeting.

(iv) **SECRETARY.** The Secretary shall attend and keep the minutes of all meetings of the Board of The Association; shall give all notices provided by these Amended By-Laws and shall have other powers and duties as may be incidental to the office of Secretary, as given by these By-Laws or assigned from time to time by the Board. If the Secretary shall not be present at any meeting, the presiding officer shall appoint a Secretary pro tempore who shall keep the minutes of such meetings and record them in the book provided for that purpose.

#### ARTICLE IX

##### COMMITTEES

The Board shall appoint an Architectural Review Committee pursuant to the Declaration and a Nominating Committee as provided in these Amended By-Laws. The Architectural Review Committee shall have the responsibility for enforcing architectural control and use restrictions set forth in the Declaration. The Board shall also appoint a Nominating Committee as provided in these Amended By-Laws. In addition, the Board shall appoint other committees as deemed appropriate to perform the duties and responsibilities of The Association.

#### ARTICLE X

##### BOOKS AND RECORDS

All books, records and papers of The Association shall be subject to inspection by any Member during reasonable business hours. In addition, the Declaration, Articles and these Amended By-Laws of The Association shall be available for inspection by any Member.

ARTICLE XIASSESSMENTS

Pursuant to the Declaration, each Member is obligated to pay any annual or special assessments which are secured by continuing lien upon the Lot of the Member. Any assessment not paid when due shall be deemed delinquent. Any assessment not paid within fifteen (15) days after the due date shall bear interest from the date of delinquency at a rate of ten percent (10%) per annum. In addition, The Association may bring an action at law against the Owner personally obligated to pay the delinquent assessment or foreclose the lien against the property, and any interest, costs or reasonable attorney's fees related to the collection of said delinquent assessment. No Owner may waive or otherwise escape liability for the assessments provided in the Declaration of these Amended By-Laws by nonuse or abandonment of the Lot.

ARTICLE XIICORPORATE SEAL

The Association shall not have a corporate seal, and the lack of said seal shall not affect the validity of any acts.

ARTICLE XIIIAMENDMENTS

**SECTION 1.** These Amended By-Laws may be amended by vote of the majority of a quorum of Members present or by proxy at any regular or special meeting of the Members.



SECTION 2. In the event of any conflict between the Declaration and these Amended By-Laws or the Charter, the Declaration shall control. If any conflict arises between the Charter of Incorporation and these Amended By-Laws, the Charter shall control.

ARTICLE XIV

FISCAL YEAR

The fiscal year of The Association shall begin the 1st day of January and end on the 31st day of December of every year; however, the first fiscal year shall start on the day of incorporation.

CERTIFICATION

I hereby certify that the foregoing Association Amended By-Laws were adopted and approved by the Members of Cameron Farms Homeowners Association, Inc. on the 4 day of February, 1997.

Notebook 57 Page 332  
State Tax \$ .00 Clerks Fee \$ .00,  
Recording \$ 72.00, Total \$ 72.00,  
Register of Deeds SADIE WARE  
Deputy Register

PRESIDENT, Cameron Farms Homeowner's Association, Inc.

State of Tennessee, County of WILLIAMSON  
Received for record the 21 day of  
FEBRUARY 1997 at 1:04 PM. (REC# 209642)  
Recorded in official records  
Book 1492 Page 824- 841

STATE OF TENNESSEE )  
  )  
COUNTY OF WILLIAMSON )

Personally appeared before me Judy Ewan, a Notary Public, Clint Mitchell, President of the Cameron Farms Homeowners Association, Inc., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the President of Cameron Farms Homeowners Association, Inc., the within named bargainer, a corporation, and the he, as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as President.

Witness my hand and office seal this the 4th day of February, 1997.

Judy Ewan  
NOTARY PUBLIC

My Commission Expires:  
My Commission Expires JULY 24, 1999