

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 10/02/06
REQUEST NUMBER: 5869-1218
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/02/06 1251
EFFECTIVE DATE/TIME: 10/02/06 1251
CONTROL NUMBER: 0530967

TO:
MILLER & MARTIN PLLC
832 GEORGIA AVENUE
CHATTANOOGA, TN 37402

RE:
VICTORIAN GARDENS CONDOMINIUM ASSOCIATION, INC.
CHARTER - NONPROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - NONPROFIT

ON DATE: 10/02/06

FROM:
MILLER & MARTIN PLLC (832 GEORGIA AVE)
1000 VOLUNTEER BLDG.
832 GEORGIA AVENUE
CHATTANOOGA, TN 37402-0000

RECEIVED: \$100.00 \$0.00
FEES
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004034499
ACCOUNT NUMBER: 000000307



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

CHARTER OF

VICTORIAN GARDENS CONDOMINIUM ASSOCIATION, INC

2005 OCT -2 PM 12: 51

RECEIVED
STATE OF TENNESSEE
RILEY J. DWYER, III
SECRETARY OF STATE

FILED

Under Section 48-52-102 of the
Tennessee Nonprofit Corporation Act

The undersigned natural person, having the capacity to contract and acting as the incorporator of a corporation under the Tennessee Nonprofit Corporation Act, adopts the following Charter for such corporation:

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1. Name. The name of the corporation is Victorian Gardens Condominium Association, Inc.
 2. Mutual Benefit. The corporation is a mutual benefit corporation.
 3. Registered Office. The location of the initial registered office of the corporation is 6315 E. Brainerd Road, Suite E, Chattanooga, Hamilton County, Tennessee 37421. The name of the initial registered agent at that office is J. Robert McKenzie.
 4. Incorporator. The incorporator is James M. Haley IV, whose address is 832 Georgia Avenue, Suite 1000, Volunteer Building, Chattanooga, Tennessee 37402-2289.
 5. Term. The duration of the corporation is perpetual.
 6. Principal Office. The address of the initial principal office of the corporation in the State of Tennessee shall be 6315 E. Brainerd Road, Suite E, Chattanooga, Hamilton County, Tennessee 37421.
 7. Non-Profit. The corporation is not for profit.
 8. Purposes. The corporation is organized for the purpose of carrying on one or more of the exempt functions of a homeowners association for which a not for profit corporation may be organized under the Tennessee Nonprofit Corporation Act, including without in any way limiting or restricting the generality of the foregoing, the administering, through a Board of Directors, the condominium project known as the Victorian Gardens which includes the management, maintenance, and care of the corporation's property as well as the preservation and architectural control of the improvements and common areas of said condominium project.
- Further purposes of the corporation include the promotion of the health, safety and welfare of the owners and occupants of the Victorian Gardens and any additions thereto, including the power to:

(a) Exercise all of the powers and privileges, and perform all of the duties and obligations of the Association, as set forth in the Master Deed establishing a Horizontal Property Regime under the Tennessee Horizontal Property Regime Act for Victorian

Gardens Horizontal Property Regime, to be recorded in the Register's Office of Hamilton County, Tennessee, as the same may be amended from time to time.

(b) Fix, levy, collect and enforce payment of all charges and assessments pursuant to the terms of the Master Deed, pay all expenses called for thereunder, including such licenses, tax or other governmental charges levied or imposed against the property of the Association.

(c) Have and exercise any and all powers, rights and privileges which a corporation organized under the provisions of the Tennessee Nonprofit Corporation Act relating to not for profit corporations may now or hereafter have or exercise.

9. Members. This corporation is to have members. Every person or entity who is a record owner of a condominium unit in the Victorian Gardens shall be a member for so long as such person shall continue to be a record owner. 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 unit which is subject to assessment under the terms of the Master Deed aforesaid.

10. Liquidation; Dissolution. In the event of liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, the residual assets of the corporation shall be distributed to the members pro rata in accordance with their respective membership interests in the corporation.

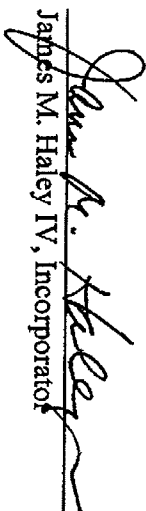
11. Amendment. Amendment of this Charter shall require the affirmative vote of Co-Owners representing at least two-thirds (2/3) of the total ownership interests in the Common Elements as defined in the aforesaid Master Deed.

12. Director's Liability. A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act. If the Tennessee Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Tennessee Nonprofit Corporation Act.

13. Indemnification. The corporation shall have the power to indemnify its directors, officers, employees and agents to the fullest extent permitted by the Tennessee Nonprofit Corporation Act.

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IN WITNESS WHEREOF, the undersigned incorporator has signed this charter the
28th day of September, 2006.


James M. Haley IV, Incorporator

5869-1220