

CHARTER

OF

ROYAL OAKS LEGACY VILLAS HOMEOWNERS' ASSOCIATION, INC.

The undersigned, acting as the incorporator under the Tennessee Nonprofit Corporation Act, hereby adopts the following charter for and on behalf of Royal Oaks Legacy Villas Homeowners' Association, Inc. (the "Corporation");

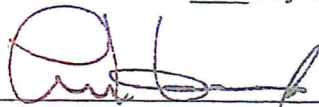
1. **Name.** The name of the Corporation is Royal Oaks Legacy Villas Homeowners' Association, Inc.
2. **Mutual Benefit.** The Corporation is a mutual benefit corporation.
3. **Registered Office and Agent.** The address of the registered office of the Corporation is 3705 Legends Way, Maryville, Tennessee 37801. The name of the registered agent at that office shall be Gary Roberts.
4. **Incorporator.** The name of the incorporator is Lewis S. Howard, Jr. whose address is 4800 Old Kingston Pike, Suite 220, Knoxville, Tennessee 37919.
5. **Principal Office.** The street address of the principal office of the Corporation is 3705 Legends Way, Maryville, Tennessee 37801.
6. **Not for Profit.** The Corporation is not for profit.
7. **Members.** The Corporation will have members, the identity, rights and duties of which shall be determined in accordance with the Declaration of Covenants, Conditions and Restrictions of Royal Oaks Legacy Villas Subdivision (the "Restrictive Covenants") and the Bylaws of Royal Oaks Legacy Villas Homeowners' Association, Inc. (the Bylaws"), each as modified or amended from time to time.
8. **Purpose.** The purpose for which the Corporation is organized is to operate, manage, maintain and administer the affairs of Royal Oaks Legacy Villas Subdivision, a planned unit development located in the City of Maryville, Blount County, Tennessee, for the use and benefit of the owners of lots in Royal Oaks Legacy Villas Subdivision, all according to the terms hereof, the rights and obligations of members of the Corporation shall be subject to the Bylaws and the Restrictive Covenants.
9. **Initial Directors.** The initial member of the board of directors of the Corporation is Gary Roberts.

Fenny H Whaley, Register
Blount County Tennessee

Rec #: 293848
Rec'd: 5.00 Instrument #: 451999
State: 0.00
Clerk: 0.00 Recorded
EDP: 2.00 7/22/2005 at 9:25 AM
Total: 7.00 in
Record Book 2067 Pgs 292-293

10. Distribution of Assets Upon Dissolution. In the event the board of directors has recommended and the members have approved the dissolution of the Corporation, the board of directors, after paying or making provisions for payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation in such manner as the members direct, but in all events in a manner consistent with the terms of the Tennessee Nonprofit Corporation Act and applicable law.
11. Limitation of Liability. The liability of any member, director, 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.
12. 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 7th day of July, 2005.



Lewis S. Howard, Jr., Incorporator