

THIS INSTRUMENT PREPARED BY:
Gail P. Pigg, Attorney
219 Second Avenue, North, 1st Floor
Nashville, Tennessee 37201

MAIL

BK 1911 PG 249

BY-LAWS

OF

THE VIEW AT BRENTWOOD POINTE, INC.

Name and Location. The name of the corporation is The View At Brentwood Pointe, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 2033 Richard Jones Road, Nashville, Tennessee, County of Davidson, but meetings of members and directors may be held at such places within the State of Tennessee, either Williamson or Davidson County, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to The View At Brentwood Pointe, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration or Master Deed and in the Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Developer" shall mean and refer to Haury and Smith Contractors, Inc., a Tennessee Corporation, having its principal office at Nashville, Davidson County, Tennessee, its successors or assigns.

Section 7. "Declaration" shall mean and refer to the Declaration establishing the Brentwood Pointe III P.U.D. Lot 7 Private Element Regime and the Covenants, Conditions and Restrictions appended thereto, recorded in the office of the Register of Williamson County, Tennessee.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the month of each year thereafter, at the hour of 7:00 o'clock p.m. (or at such other time as selected by a majority of the members who were present at the previous meeting, but in such event all members shall be notified by mail at least ten (10) days prior to the meeting date). If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) Directors, nor more than seven (7) who need not be members of the

Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect two Directors for a term of one year and one Director for a term of two years. If there are more than three Directors, then two Directors shall be elected for two years and the remainder for three years and, at each annual meeting thereafter, the members shall elect a Director or Directors to replace the retiring Directors, said election to be for a term of three years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote 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 Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

Nomination And Election Of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each 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 that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meeting Of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said 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 of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

ARTICLE VII

Powers And Duties Of The Board Of Directors

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations; and

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration; and

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) exercise all powers, duties and authority granted in the Declaration and Articles of Incorporation.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) 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 Class A members who are entitled to vote;

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

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

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

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

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

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not 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;

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

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

ARTICLE VIII

Officers And Their Duties

Section 1. Enumeration Of Officers. The officers of this 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 the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or 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 receipt of such notice or at any later time specified therein, and unless otherwise 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 by 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:

(a) President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the

Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate, current records showing the members of the Association, together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

Books And Records

The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum legal rate of interest under Tennessee Law. A penalty shall likewise be added after as sixty (60) day delinquency of

twenty (20%) percent of the delinquent amount. If not then paid, the Association may bring an action of law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII

Corporate Seal

The Association shall not have a corporate seal.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except insofar as such an amendment would conflict with the method of amendments set forth in the Articles of Incorporation and/or the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws; the Declaration shall control.

ARTICLE XIV

Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of The View At Brentwood Pointe, Inc. Association, having hereunto set our hands this 30th day of September, 1999.

Reese L. Smith III
REESE L. SMITH III

Stephen B. Smith
STEPHEN B. SMITH

Randall Toney
RANDALL TONEY

State of Tennessee, County of WILLIAMSON
Received for record the 06 day of
OCTOBER 1999 at 8:01 AM. (RECH 343054)
Recorded in official records
Book 1911 pages 249- 256
Notebook 63 Page 8
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 34.00, Total \$ 34.00,
Register of Deeds SADIE WADE
Deputy Register BRENDA KING

EXHIBIT "A"

BOUNDARY DESCRIPTION
Lot 7, Brentwood Pointe III P.U.D.

A certain tract of land in the eighth civil district of Williamson County, Tennessee described as follows:

Commencing at an iron pin in the Northwest corner of Lot 4 of Brentwood Pointe III P.U.D. as noted in Book 54, Page 159 and recorded in Plat Book 21, Page 41 of the Register's Office of Williamson County, Tennessee, Thence along the East line of Lot 2 of Brentwood Pointe III P.U.D., North 20 degrees, 46 minutes, 44 seconds West, a distance of 153.64 feet to a point, Thence North 40 degrees, 45 minutes, 06 seconds East, a distance of 206.20 feet to a point, Thence North 16 degrees, 42 minutes, 19 seconds East, a distance of 244.63 feet to a point, Thence North 21 degrees, 43 minutes, 02 seconds West, a distance of 194.56 feet to a point, Thence North 59 degrees, 25 minutes, 49 seconds West, a distance of 128.34 feet to a point, Thence due North a distance of 150.63 feet to a point, Thence North 83 degrees, 12 minutes, 32 seconds East, a distance of 70.43 feet to a point in the line of the landings - Revision I as recorded in Book 10, Page 68 of the Register's Office of Williamson County, Tennessee, Thence along said line South 80 degrees, 02 minutes, 32 seconds East, a distance of 139.63 feet to a point, Thence South 81 degrees, 49 minutes, 46 seconds East, a distance of 60.91 feet to a point, Thence South 81 degrees, 28 minutes, 26 seconds East, a distance of 404.76 feet to the Northwest corner of Lot 1 of Brentwood Pointe III P.U.D. as noted in Book 54, Page 159 and recorded in Plat Book 21, Page 41 of the Register's Office of Williamson County, Tennessee, Thence along the West line of said property South 00 degrees, 25 minutes, 15 seconds West, a distance of 71.76 feet to a point, Thence South 64 degrees, 42 minutes, 33 seconds West, a distance of 146.48 feet to a point, Thence a curve to the left with a chord bearing of South 23 degrees, 08 minutes, 09 seconds West, a chord length of 26.54 feet and a radius of 20.00 feet to a point, Thence a curve to the right with a chord bearing of South 06 degrees, 10 minutes, 42 seconds West, a chord length of 505.50 feet and a radius of 606.87 feet to a point, Thence leaving said line and following the Northern boundary of Lot 4 of Brentwood Pointe III P.U.D. as noted in Book 54, Page 159 and recorded in Plat Book 21, Page 41 of the Register's Office of Williamson County, Tennessee, South 68 degrees, 44 minutes, 53 seconds West, a distance of 18.56 feet to a point, Thence a curve to the left with a chord bearing of South 64 degrees, 46 minutes, 39 seconds West, a chord distance of 20.55 feet and a radius of 148.38 feet to a point, Thence a curve to the right with a chord bearing of North 74 degrees, 41 minutes, 12 seconds West, a chord distance of 22.43 feet and a radius of 16.00 feet to a point, Thence South 59 degrees, 49 minutes, 12 seconds West, a distance of 24.00 feet to a point, Thence South 36 degrees, 54 minutes, 40 seconds West, a distance of 148.08 feet to a point, Thence South 64 degrees, 13 minutes, 14 seconds West, a distance of 258.37 feet to the point of beginning, Containing 360,711 square feet or 8.28 acres more or less.

Boundary description by Lee Davidson, R.L.S #1893

Based on a PLAT dated 2-5-98 by Walter Davidson, P.E.

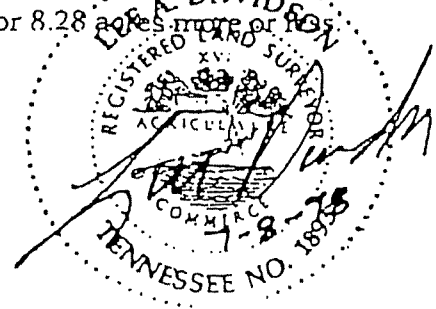


EXHIBIT "B"

BOUNDARY DESCRIPTION
Lot 8, Brentwood Pointe III P.U.D.

A certain tract of land in the eighth civil district of Williamson County, Tennessee described as follows:

Commencing at an iron pin in the Northwest corner of Lot 4 of Brentwood Pointe III P.U.D. as noted in Book 54, Page 159 and recorded in Plat Book 21, Page 41 of the Register's Office of Williamson County, Tennessee, Thence South 20 degrees, 46 minutes, 44 seconds East, a distance of 80.31 feet to a point, Thence South 44 degrees, 33 minutes, 52 seconds West, a distance of 51.32 feet to an iron pin being the true point of beginning;

Thence following the boundary of Lot 3 Brentwood Pointe III as noted in Book 54, Page 159 and recorded in Plat Book 21, Page 41 of the Register's Office of Williamson County, Tennessee, South 44 degrees, 33 minutes, 52 seconds West, a distance of 30.96 feet to a point, Thence a curve to the right with a chord-bearing of North 83 degrees, 54 minutes, 08 seconds East, a chord length of 165.03 feet, and a radius of 275.00 feet to a point, Thence leaving said boundary and following the boundary of Lot 5 of Brentwood Pointe III P.U.D. as noted in Book 54, Page 159 and recorded in Plat Book 21, Page 41 of the Register's Office of Williamson County, Tennessee, a curve to the right with a chord bearing of North 43 degrees, 38 minutes, 15 seconds East, a chord length of 315.46 feet, and a radius of 275.00 feet to a point, Thence South 81 degrees, 21 minutes, 10 seconds West, a distance of 163.24 feet to a point, Thence North 04 degrees, 42 minutes, 32 seconds East, a distance of 240.80 feet to a point, Thence North 84 degrees, 05 minutes, 10 seconds West, a distance of 4.60 feet to a point, Thence leaving said boundary and following the boundary of property owned by William T. White and wife recorded in Book 117, Page 400 of Register's Office of Williamson County, Tennessee, North 08 degrees, 42 minutes, 01 second East, a distance of 676.01 feet to a point, Thence North 13 degrees, 09 minutes, 16 seconds East, a distance of 27.69 feet to a point, Thence leaving said boundary and following the boundary of property owned by Joe Locke and wife as recorded in Book 453, Page 519 of Register's Office of Williamson County, Tennessee, North 87 degrees, 34 minutes, 17 seconds East, a distance of 118.61 feet to a point, Thence North 86 degrees, 50 minutes, 18 seconds East, a distance of 33.69 feet to a point, Thence leaving said boundary and following the boundary of Lot 2 of Brentwood Pointe III P.U.D. , South 53 degrees, 10 minutes, 34 seconds East, a distance of 154.69 feet to a point, Thence South 17 degrees, 22 minutes, 22 seconds West, a distance of 454.19 feet to a point, Thence South 09 degrees, 35 minutes, 11 seconds East, a distance of 261.39 feet to a point, Thence South 58 degrees, 41 minutes, 09 seconds East, a distance of 207.37 feet to a point, Thence South 20 degrees, 26 minutes, 06 seconds East, a distance of 229.46 feet to a point of beginning containing 325,726 square feet or 7.48 acres, more or less.

Boundary description by Lee Davidson, RLS #1893
Based on a PLAT dated 2-5-98 by Walter Davidson, PE

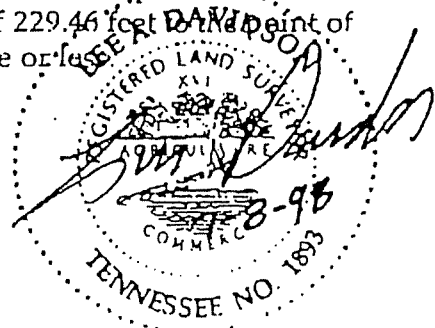


EXHIBIT - C

Square Footage of Units
Brentwood Pointe 3 P.U.D. Lot - 7

<u>Lot Number</u>	<u>Square Footage</u>
9	1951
10	1951
11	1951
12	1951
13	1951
14	1951
15	1951
16	1951
17	1951
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64	1313
65	1270
66	1313
67	1313
68	1270

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/07/99
REQUEST NUMBER: 3749-2333
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/06/99 0840
EFFECTIVE DATE/TIME: 10/06/99 0840
CONTROL NUMBER: 0378148

TO:
GAIL P PIGG ATTY
219 2ND AVE N

NASHVILLE, TN 37201

BOOK 11718 PAGE 737

RE:
THE VIEW AT BRENTWOOD POINT, INC.
CHARTER - NONPROFIT

99 OCT 26 PM 3:50
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

IDENTIFICATION REFERENCE
0650860

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.

4384 10/26 0101 03CHECK

7.50

FOR: CHARTER - NONPROFIT

ON DATE: 10/07/99

FROM:
GAIL P PIGG ATTY
219 2ND AVE

NASHVILLE, TN 37201-0000

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

RECEIPT NUMBER: 00002557793
ACCOUNT NUMBER: 00265271



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE