

EXHIBIT "B"

BY-LAWS

OF

SULLINS RIDGE HOMEOWNER'S ASSOCIATION

ARTICLE I

PLAN OF LIVING UNIT

SECTION ONE: Living Unit Ownership. The project located at 2749 Sullins, and in the City of Knoxville, State of Tennessee, known as Sullins Ridge Condominiums is submitted to the provisions of Horizontal Property Act of the State of Tennessee.

SECTION TWO: Bylaws Applicability. The provisions of these bylaws are applicable to the project. (The term "project" as used herein shall include the land).

SECTION THREE: Personal Application. All present or future owners, tenants, future tenants, or their employees, or any other person that might use the facilities of the project in any manner, are subject to the regulation set forth in these bylaws.

The mere acquisition or rental of any of the family units, herein referred to as units, of the project or the mere act of occupancy of any of the units will signify that these bylaws are accepted, ratified, and will be complied with.

ARTICLE II

VOTING, MAJORITY OF OWNERS, QUORUM, PROXIES

SECTION ONE: Voting. Voting shall be on a percentage basis and the percentage of the vote to which the owner is entitled is the percentage assigned to the family units or units in the master deed.

SECTION TWO: Majority of Owners: As used in these bylaws the term "majority of owners" shall mean those owners holding fifty one percent (51%) of the votes in accordance with the percentages assigned in the master deed.

SECTION THREE: Quorum. Except as otherwise provided by these bylaws, the presence in person or by proxy of a "majority of owners" as defined in the preceding paragraph of this article shall constitute a quorum.

SECTION FOUR: Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the secretary before the appointed time of each meeting.

ARTICLE III

ADMINISTRATION

SECTION ONE: Association Responsibilities. The owners of the units will constitute the Sullins Ridge Homeowner's Association, hereinafter referred to as Association, who will have the responsibility of administering the project, approving the annual budget, establishing and collecting monthly assessments, and arranging for the management of the project pursuant to an agreement containing provisions relation to the duties, obligations, removal, and compensation of the management agent. Except as otherwise provided, decisions and resolutions of association shall require approval of a majority of owners.

SECTION TWO: Place of Meeting. Meetings of association shall be held at the principal office of the project or such other suitable place convenient to the owners as may be designated by the board of directors.



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SECTION THREE: Annual Meetings. The first annual meeting of association shall be held on January 30, 1993 or the first business day thereafter. Thereafter, annual meetings shall be held on the same day of each succeeding year. At such meetings there shall be elected by ballot a board of directors in accordance with the requirements of Section Five of Article IV of these bylaws. The owners may also transact such other business of association as may properly come before them.

SECTION FOUR: Special Meetings. It shall be the duty of the president to call a special meeting of the owners as directed by resolution of the board of directors or on a petition signed by a majority of the owners. No business shall be transacted at the special meeting except as stated in the notice unless by consent of four-fifths of the owners present, either in person or by proxy.

SECTION FIVE: Notice of Meetings. It shall be the duty of the secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place of the meeting, to each owner of record, at least but not more than 10 days prior to such meeting. The mailing of notice in the manner provided in this section shall be considered notice served.

SECTION SIX: Adjourned Meetings. If any meeting of owners cannot be organized because a quorum has not attended, the owners who are present either in person or by proxy may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

SECTION SEVEN: Order of Business. The order of business in all association meetings shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notices.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Report of committees.
- (f) Election of inspectors of election.
- (g) Election of directors.
- (h) Unfinished business.
- (i) New business.

ARTICLE IV

BOARD OF DIRECTORS

SECTION ONE: Number and Qualification. Association's affairs shall be governed by a board of directors composed of Five (5) persons, all of whom must be owners of units in the project.

SECTION TWO: Powers and Duties. The board of directors shall have the powers and duties necessary for the administration of association's affairs and may do all such acts and things as are by law or by these bylaws directed to be exercised and done by the owners.

SECTION THREE: Other duties. In addition to duties imposed by these bylaws or by resolutions of association, the board of directors shall be responsible for the following:

- (a) Care, upkeep and surveillance of the project and common areas and facilities and the restricted common areas and facilities.
- (b) Collection of monthly assessments from the owners and payment of bills.
- (c) Designation and dismissal of the personnel necessary for the maintenance and operation of the project, the common areas and facilities, and the restricted common areas and facilities.

SECTION FOUR: Management Agent. The board of directors may employ for association a management agent at a compensation established by the board to perform such duties and services as the board shall authorize, including, but not limited to, the duties listed Section Three of this article.

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SECTION FIVE: Election and Term of Office. At the first annual meeting of association the term of office of two (2) directors shall be fixed for three years. The term office of two (2) directors shall be fixed at two years, and the term of office of one (1) director shall be fixed for one year. The directors shall hold office until their successors have been elected and hold their first meeting. Thereafter, each Director shall be elected for a term of three (3) years.

SECTION SIX: Vacancies. Vacancies in the board of directors caused by any reason other than the removal of a director by a vote of association shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum; and each person so elected shall be a director until a successor is elected at association's next annual meeting.

SECTION SEVEN: Removal of Directors. At any regular or special meeting duly called, any one or more of the directors may be removed with or without cause by a majority of the owners, and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

SECTION EIGHT: Organization Meeting. The first meeting of the newly elected board of directors shall be held within 10 days of election at such place as shall be fixed by the directors at the meeting at which such directors were elected, and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting, provided a majority of the whole board shall be present.

SECTION NINE: Regular Meetings. Regular meeting of the board of directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the board of directors shall be given to each director, personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting.

SECTION TEN: Special Meetings. Special meetings of the board of directors may be called by the president on three days notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting. Special meetings of the board of directors shall be called by the president or secretary in like manner and on like notice on the written request of at least three directors.

SECTION ELEVEN: Waiver of Notice. Before or at any meeting of the board of directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by said director of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

SECTION TWELVE: Board of Director's Quorum. At all meetings of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the quorum shall be the acts of the board of directors. If, at any meeting of the board of directors, there be less than a quorum present, the members present may adjourn the meeting from time to time. At any such meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

SECTION THIRTEEN: Fidelity Bonds. The board of directors shall require that all officers and employees of association handling or responsible for association funds shall furnish adequate fidelity bonds. The premiums of such bonds shall be paid by the association.



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ARTICLE V

SECTION ONE: Designation. The principal officers of association shall be a president, a vice-president, a secretary and a treasurer, all of whom shall be elected by and from the board of directors. The directors may appoint an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. (In the case of an association of 100 owners or less the offices of treasurer and secretary may be filled by the same person).

SECTION TWO: Election of Officers. The officers of association shall be elected annually by the board of directors at the organization meeting of each new board and shall hold office at the pleasure of the board.

SECTION THREE: Removal of Officers. On an affirmative vote of a majority of the new members of the board of directors, any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the board of directors, or at any special meeting of the board called for such purpose.

SECTION FOUR: President. The president shall be the chief executive officer of the association. He/She shall preside at all meetings of the association and of the board of directors. He/She shall have all of the general powers and duties that are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the owners from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of association's affairs.

SECTION FIVE: Vice-President. The vice-president shall take the place of the president and perform his or her 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 on him or her by the board of directors.

SECTION SIX: Secretary. The secretary shall keep the minutes of all meetings of the board of directors and the minutes of all meetings of association; He or she shall have charge of such books and papers as the board of directors may direct; and he or she shall, in general perform all the duties incident to the office of secretary.

SECTION SEVEN: Treasurer. The treasurer shall have responsibility for association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to association. He or she shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit of, association in such depositories as may from time to time be designated by the board of directors.

ARTICLE VI

OBLIGATIONS OF THE OWNERS

SECTION ONE: Assessments. All owners are obligated to pay monthly assessments imposed by the association to meet all project communal expenses, which may include a liability insurance policy premium and an insurance premium for a policy to cover repair and reconstruction work in case of hurricane, fire, earthquake or other hazard. The assessments shall be made pro rate according to the value of the unit owned, as stipulated in the master deed. Such assessments shall include monthly payments to a general operating reserve and a reserve fund for replacements.

SECTION TWO: Maintenance and Repair.

(a) Every owner must perform promptly all maintenance and repair work within his or her own unit which, if omitted, would affect the project in its entirety or in a part belonging to the the other owners, being expressly responsible for the damages and liabilities that his or



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her failure to do so may cause.

(b) All the repairs of internal installations of the unit such as water, light, gas, power, sewage, telephones, air conditioners, sanitary installations, doors, windows, lamps, and all other accessories belonging to the unit area shall be at the owner's expense.

(c) An owner shall reimburse association for any expenditures incurred in repairing or replacing any common area and facility damaged through his or her fault.

SECTION THREE: Use of Family Units--Internal Changes.

(a) All Units shall be utilized for residential purposes only.

(b) An owner shall not make structural modifications or alterations in his or her unit or installations located therein without previously notifying association in writing, through the management agent is employed. The association shall have the obligation to answer within fifteen (15) days, and failure to do so within the stipulated time shall mean that there is no objection to the proposed modification or alteration.

SECTION FOUR: Use of Common Areas and Facilities and Restricted Common Areas and Facilities:

An owner shall not place or cause to be placed in the lobbies, vestibules, stairways, or other project areas and facilities of a similar nature both common and restricted, any furniture, packages, or objects of any kind. Such areas shall be used for no other purpose than for normal transit through them.

SECTION FIVE: Right of Entry.

(a) An owner shall grant the right of entry to the management agent or to any other person authorized by the board of directors or association in case of any emergency originating in or threatening his or her unit, whether the owner is present at the time or not.

(b) An owner shall permit other owners, or their representatives, when so required, to enter his or her unit for the purpose of installing, altering or repairing the mechanical or electrical services, provided that requests for entry are made in advance and that such entry is at a time convenient to the owner. In case of an emergency, such right of entry shall be immediate.

SECTION SIX: Rules of Conduct.

(a) No resident of the project shall post advertisements or posters of any kind in or on the project except as authorized by the association.

(b) Residents shall exercise extreme care in making noises or using musical instruments, radios, television, and amplifiers that may disturb other residents. Keeping of domestic animals will be in accordance with the ruling of the Association Regulations.

(c) Hanging or garments, rugs, and the like, from the windows or from any of the facades of the project is prohibited.

(d) Dusting and shaking out of rugs and the like, from the window, or by beating on the exterior part of the project is prohibited.

(e) Throwing of garbage or trash outside the disposal installations provided for such purposes in the service area is prohibited.

(f) No owner, resident, or lessee shall install wiring for electrical or telephone installation, television antennae, machines, air conditioning units, or the like, on the exterior of the project or that protrude through the walls or the roof of the project except as authorized by association.

(g) Shall further abide by the Rules and Regulations attached hereto.

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ARTICLE VII

AMENDMENTS TO PLAN OF APARTMENT OWNERSHIP

SECTION ONE: Bylaws. These bylaws may be amended by association in a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by owners representing at least Sixty per cent (60%) of the total value of all units in the project as shown in the Master Deed.

ARTICLE VIII

MORTGAGEES

SECTION ONE: Notice to Association. An owner who mortgages his or her units shall notify association through the management agent, if any, or the president of the board of directors in the event there is no management agent, the name and address of his or her mortgagee; and the association shall maintain such information in a book entitled "Mortgagee of Unit".

SECTION TWO: Notice of Unpaid Assessments. The association shall at the request of a mortgagee of a unit report any unpaid assessments due from the owner of such unit.

ARTICLE IX

COMPLIANCE

These bylaws are set forth to comply with the requirements of The Tennessee General Corporations Act and the Horizontal Property Act of the State of Tennessee. In case any of these bylaws conflict with the provisions of that statute, it is hereby agreed and accepted that the provisions of the statute will apply.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of November, 1992.

SULLINS RIDGE DEVELOPMENT COMPANY,
Tennessee General Partnership

By: 

RAJA JUBRAN JUBRAN, Trustee,
Managing general partner



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STATE OF TENNESSEE
COUNTY OF KNOX

Before me, the undersigned authority, a Notary Public of the State and County aforesaid, personally appeared Raja Jubran Jubran, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a managing general partner and Trustee of Sullins Ridge Development Company, the within bargainer, a partnership, and that he as such Trustee, managing general partner, executed the foregoing instrument for the purpose therein contained by signing the name of the partnership by himself as Trustee, managing general partner.

Witness my hand and official seal at office this 4th day of November 1992

Rolun J. Chambers
Notary Public

My commission expires: Oct. 1, 1996



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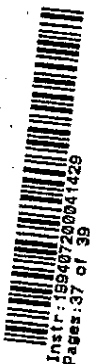
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RULES AND REGULATIONS

1. Vestibules, halls, stairways and other condominium areas and facilities of a similar nature must remain unobstructed, and shall be used only for purposes of normal transit.
2. Lobbies, vestibules, hallways, stairways and other condominium areas and facilities of a similar nature shall not be used for storage or placement of any furniture, packages or objects of any kind.
3. Children shall not be permitted to loiter or play in the lobbies, vestibules, hallways, stairways and other condominium areas and facilities of a similar nature.
4. Hanging, cleaning or beating garments, rugs, or the like from or on the windows, terraces, or facades of the building, or in lobbies, vestibules, hallways, stairways, or other condominium areas of a similar nature is prohibited.
5. Throwing garbage or trash outside disposal installations provided for such purposes is prohibited.
6. All damage to common elements caused by the moving or carrying of articles therein shall be the responsibility of, and shall be paid for by the owner or person in charge of such articles.
7. No owners, occupant, or licensee shall post their names, or any other notice in any lobby, vestibule, hallway, stairway or other condominium area except in places provided therefor.
8. Units shall be occupied and used by their respective owners only as private dwellings for such owners, their families, tenants and social guests, and for no other purpose whatsoever.
9. No portion of a unit other than the entire unit may be rented and no unit may be rented for hotel or transient purposes.
10. Residents shall exercise extreme care about making noises or playing music which may disturb other residents. No resident shall play or allow to be played and musical instrument, radio, television, phonograph, or the like between the hours of 10:00 p.m. and the following 8:00 a.m. if the same shall disturb or annoy any other resident.
11. Residents shall not be permitted to keep animals, livestock, or poultry of any kind on any Lot or in any dwelling without the full approval of the Association. The Association will regulate the keeping and maintaining of any household pets.
12. Owners shall not permit or suffer anything to be done or kept in their units which would increase the rate of fire insurance thereon or on the condominium as a whole.
13. No owner, lessee, or licensee shall install wiring for electrical or telephone installation, television antenna, machines or air-conditioning units or the like on the exterior of the project, or which protrude through the walls or the roof of the project except as authorized by the majority of unit owners.
14. No draperies, shades, awnings, or the like shall be used except as shall have been installed or approved by the Board of Directors, and no signs of any kind shall be placed in or on windows, doors, terraces, facades, or other exterior surfaces of the building.
15. Water shall not be kept running for an unreasonable and unnecessary length of time. All leaks or leaking faucets must be repaired as soon as possible.
16. Each unit owner shall promptly perform all maintenance and repair work within his or her own unit, which if omitted would affect any common elements, any portion of the property belonging to other



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owners, or the project as a whole, and each unit owner shall be responsible for all damages and liabilities that any failure to maintain or repair may cause.

17. No immoral, improper, offensive or unlawful use shall be made of condominium property or any part thereof, and each unit owner, at his or her own expense, shall comply with, perform, and fully satisfy all city, state and federal laws, statutes, ordinances, regulations, orders, or requirements affecting his or her unit.

18. Units containing one bedroom or less may be regularly occupied by no more than three (3) persons. "Regularly occupied" means occupancy for a period in excess of ten (10) days consecutively, or thirty (30) days in one calendar year.

19. Each unit owner shall provide the managing agent with such key or keys as are necessary to gain access to his or her unit, and any owner altering lock or installing new lock on any door providing access to his or her unit shall provide a key or keys to such new or altered lock to the managing agent.

20. Unit owners, their families, guests, tenants, and employees will abide by the following parking and traffic regulations:

(a) Horns are to be used only when necessary for the safe operation of vehicles,

(b) Owners shall not park, nor shall they permit their families, guests, or tenants to park, in the parking spaces of other owners, or in such manner as to prevent ready access to the parking spaces of other owners. Improperly parked vehicles are subject to removal at their owners expense.

(c) Owners, their families, guests, tenants, and employees shall abide by such traffic and parking regulations as may be posted in the parking areas and on the driveways of the condominium.

21. These regulations shall be posted at all times at the main lobby, and a copy thereof shall be furnished to each unit owner.

The Board of Directors reserves the right, subject to approval by a majority of unit owners, to amend, repeal, or add to these rules and regulations from time to time as may be deemed necessary for the safe and efficient maintenance of the condominium and for the comfort and convenience of the occupants thereof.



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EXHIBIT C

<u>UNIT NUMBER</u> <u>COMMON AREA</u>	<u>% INTEREST IN</u>
107B	1.774 %
108B	1.774 %
109B	1.774 %
110B	1.774 %
101	2.543 %
102	2.543 %
103	2.543 %
104	2.543 %
105	2.543 %
106	2.543 %
107	2.543 %
108	2.543 %
109	2.543 %
110	2.543 %
201	2.543 %
202	2.543 %
203	2.543 %
204	2.543 %
205	2.543 %
206	2.543 %
207	2.543 %
208	2.543 %
209	2.543 %
210	2.543 %
301	2.543 %
302	2.543 %
303	2.543 %
304	2.543 %
305	2.543 %
306	2.543 %
307	2.543 %
308	2.543 %
309	2.543 %
310	2.543 %
111	2.768 %
112	2.768 %
211	2.768 %
212	2.768 %
311	2.768 %
312	2.768 %



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