



# Wesley Place Homeowners Association

## Resident Information Compendium

### Attachment D. Articles of Incorporation

#### **Notice**

This document, Articles of Incorporation, was prepared by scanning original documents that were not of the highest quality. While an effort to check these documents was made, some typographical errors may still exist. Please report any errors found to the Wesley Place webmaster.



# Wesley Place Homeowners Association

## Resident Information Compendium

### ARTICLES OF INCORPORATION

#### OF

#### WESLEY PLACE HOMEOWNER'S ASSOCIATION, INCORPORATED

In compliance with the requirements of Tennessee General Corporations Act, T.C.A. 48-101 et seq., the undersigned, all of whom are residents of Knox County, Tennessee and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

#### ARTICLE I

The name of the corporation is Wesley Place Homeowner's Association, Incorporated, hereafter called the "Association".

#### ARTICLE II

The principal office of the Association is located at 7212 Kingston Pike, P.O. Box 10644, Knoxville, TN 37919.

#### ARTICLE III

Richard A. Sedgley, whose address is 7212 Kingston Pike, Knoxville, Tennessee 37919, is hereby appointed the initial registered agent of this Association.

#### ARTICLE IV

#### PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described in Exhibit "A" attached hereto and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the Jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds for Knox County, Tennessee and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association:



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(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer:

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Tennessee by law may now or hereafter have or exercise.

#### ARTICLE V

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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 Lot which is subject to assessment by the Association.

#### ARTICLE VI

#### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. In the event the Declarant, its successors and assigns, has a lot leased or rented, the Declarant shall be entitled to one vote for each such Lot or Dwelling Unit and one vote for each Lot retained by it upon the termination of Class B membership.

Class B. Class B member(s) shall be the Declarant (defined in the Declaration), and shall be



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entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) March 1, 1986

### ARTICLE VII

#### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Six (6) Directors; who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Bryan E. Testerman  
7212 Kingston Pike  
Knoxville, TN 37919

Ashley Dickson  
7212 Kingston Pike  
Knoxville, TN 37919

John W. Testerman  
7212 Kingston Pike  
Knoxville, TN 37919

Richard A. Sedgley  
7212 Kingston Pike  
Knoxville, TN 37919

Travis Walker  
7212 Kingston Pike  
Knoxville, TN 37919

At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect two (2) directors for a term of three (3) years.



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### ARTICLE VIII

#### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptances such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

### ARTICLE IX

#### DURATION

The corporation shall exist perpetually.

### ARTICLE X

#### AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

### ARTICLE XI

#### FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

In Witness Whereof, for the purpose of forming this corporation under the laws of the State of Tennessee, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 13<sup>th</sup> day of March, 1984.

Richard Sedgley .

John Testerman .



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### EXHIBIT A

SITUATED in the 6th Civil District of Knox County, Tennessee, and more fully bounded and described as follows:

BEGINNING at a point in the western right-of-way line of Ebenezer Road, which point is North 24 deg. 44 min. West 436.59 ft. from the point of intersection of the northern right-of-way line of Colchester Ridge Road and the western right-of-way line of Ebenezer Road; thence south 67 deg. 14 min. West 152.5 ft. to a point; thence South 85 deg. 44 min. West 425 ft. to a point; thence South 80 deg. 50 min. West 197.85 ft. to a point; thence North 26 deg. 47 min. West 50.0 ft. to a point, which point is the southeast corner of the property now or formerly owned by E. Mahan Pratt; thence with the common boundary line of Pratt North 8 deg. 03 min. West 444.92 ft. to a point in the southern right-of-way line of Westland Drive; thence with the southern right-of-way line of Westland Drive, South 87 deg. 35 min. East 383.54 ft. to a point of intersection; thence continuing with the southern right-of-way line of Westland Drive, South 86 deg. 00 min. East 337.96 ft. to a point of curvature; thence with a curve to the right having a radius of 31.61 ft., an arc distance of 38.02 ft. to a point of compound curvature in the western right-of-way line of Ebenezer Road; thence with the western right-of-way line of Ebenezer Road from the point of compound curvature, South 20 deg. 54 min. East, a chord distance of 291.09 ft. to a point of tangent; thence continuing with the western right-of-way line of Ebenezer Road, South 24 deg. 44 min. East, 33.71 ft., to the point of BEGINNING, as shown by the survey of Batson and Hines, Engineers, dated the 24th day of February, 1984, as shown of record in Map Book 80-S, Page 37, in the Register's Office for Knox County, Tennessee.

BEING a part of the property conveyed to Testerman Construction Company, Inc. by deed dated the 24th day of September, 1982, and of record in the Register of Deeds Office for Knox County, Tennessee.