

**EXHIBIT "A"**  
**BY-LAWS OF**  
**RIVER MIST SUBDIVISION OWNER'S**  
**ASSOCIATION, INCORPORATED**

**NAME AND LOCATION:** The name of the corporation is RIVER MIST SUBDIVISION OWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at physically at 1915 Buck Hollow Road, Dandridge, Tennessee 37725 with a mailing address of 1915 Buck Hollow Road, Dandridge, Tennessee 37725, but meetings of members and directors may be held at such places within the State of Tennessee, County of Jefferson, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

**Section 1. "Association"** shall mean and refer to River Mist Subdivision Owner's Association, Inc., its successors and assigns, a non-profit corporation.

**Section 2. "Properties"** shall mean and refer to that certain real property known as River Mist Subdivision, a plat of the same which is recorded in the Office of the Register of Deeds for Jefferson County, Tennessee.

**Section 3. "Common Area"** shall mean all real property to be maintained by the Association such as the drainage areas as shown on the recorded plat, any joint permanent easements as shown on the recorded plat and subdivision signs and any easement for the subdivision signs, all for the common use and enjoyment of the Owners. Said common areas include but are not limited to drainage easements, subdivision entrance signs and easements, and upper and lower river access areas and/or landscaped as shown on the recorded plat of River Mist Subdivision.

**Section 4. "Lot"** shall mean and refer to any plot of land shown upon the recorded River Mist Subdivision maps with the exception of any areas designated or dedicated for a street, any common areas, and any areas reserved for future development and not numbered.

**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, including contract sellers, but excluding those having such interest merely as security for the performance of any debt or obligation.

**Section 6. "Developer"** shall mean and refer to GUARDIAN INVESTMENTS, LLC, its successors and assigns.

**Section 7. "Restrictions"** shall mean and refer to the Declaration of Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of Jefferson County, Tennessee, entitled "Declaration of Restrictive Covenants of River Mist Subdivision".

**Section 8. "Member"** shall mean and refer to those persons entitled to membership as an owner of a lot in River Mist Subdivision. All members are subject to the payment of annual and special assessments levied by the Association.

**Section 9. "Vote"** shall mean one (1) vote per lot in the Association.

**ARTICLE III**

**MEETING OF MEMBERS**

**Section 1. Annual Meetings.** The Association shall have an annual meeting of the members which shall be held on or before the third Thursday of November of each year.

**Section 2. Special Meeting.** Special meetings of the members may be called at any time by the President or by the Board of Directors. All notices and quorum shall be in accordance with Tennessee Code Annotated.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

**Section 1. Number.** The affairs of this Association shall be managed by a Board of three (3) directors, who shall be members of the Association.

**Section 2. Term of Office.** At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

**Section 3. Election.** Election of 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, one (1) vote for each lot.

#### ARTICLE IV

##### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association.
- (b) Employ a manager, an independent contractor, or such other employees as they deem necessary to carry out the purposes of the Owner's Association.
- (c) Enforce the subdivision restrictions.

**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.
- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) Collect assessments to maintain the common areas, to-wit:
  - (1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment; and,
  - (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment; and,
  - (3) Cause a Notice of Lien to be filed 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 and foreclose the lien against the property for which the assessments are not paid.
- (d) Purchase and maintain adequate liability and hazard insurance as the Board of Directors deems to be necessary.
- (e) Cause the common areas, drainage easements and corrugated pipe for drainage purposes, as shown on the recorded plat and any subdivision signs and any easements for subdivision signs as shown on the recorded plat to be maintained and operable.
- (f) Appoint an architectural review committee with all the powers and duties as set out in the Restrictions of River Mist Subdivision.

#### ARTICLE V

##### ASSESSMENTS

The Owner of any lot by acceptance of the deed therefore, whether or not it shall be so expressed and any such deed or other conveyance, shall be deemed to covenant and agree to pay to the association, (1) annual, quarterly or monthly assessments or charges; (2) special assessments for capital improvements, such assessments to be fixed, established and collected from time to time as hereinafter provided. The annual, quarterly or monthly assessments and special assessments, together with such interest thereon and cost of collection thereof as may be hereinafter provided shall be a charge on the land



and shall be a continuing lien upon the lot against which each such assessment is made. The lien imposed by this section shall be inferior to any mortgage properly recorded at the time when the lien is created. Each such assessment together with such interest thereon and the cost of collection including a reasonable attorney fee thereof as hereinafter provided, shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due.

All Members are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of a lot and shall become a lien upon the lot against which such assessments are made. This instrument herein creates such a lien for any unpaid assessments on any lot assessed. The Association is empowered to file lien notices for unpaid assessments and to pursue action to enforce and foreclose such lien in Court and to collect the cost of foreclosure including court costs and attorney fees.

#### ARTICLE VI

##### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Officers.** The officers of the Association shall be a president, secretary and treasurer.

**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 the 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. Duties.** The president shall preside at all meetings of the association. The secretary shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The treasurer shall receive and deposit in appropriate bank accounts all the monies of the association and shall disburse such funds as directed by the Board of Directors.

#### ARTICLE VII

##### AMENDMENTS

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.

IN WITNESS WHEREOF, we, being all of the Directors of the River Mist Subdivision Owner's Association, Inc. have hereunto set our hands this 28th day of November, 2005.

GUARDIAN INVESTMENTS, LLC

BY: David S. Jacobs  
DAVID S. JACOBS - CHIEF MANAGER

STATE OF TENNESSEE

COUNTY OF SEVIER

Personally appeared before me, the undersigned, a Notary Public, DAVID S. JACOBS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the CHIEF MANAGER of the maker, GUARDIAN INVESTMENTS, LLC or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute the instrument on behalf of the maker.

WITNESS my hand, at office, this 28th day of NOVEMBER, 2005.

Hebra K. Ottinger  
NOTARY PUBLIC

My Commission expires: 8/7/06



**CERTIFICATION**

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the River Mist Subdivision Owner's Association, Inc., a Tennessee Corporation, and,

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Members thereof, held on the 28th day of NOV., 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 28th day of November, 2005.

Secretary:

Dale E. Dunaway

PREPARED BY:  
JOHNSON, MURRELL & ASSOCIATES, P.C.  
ATTORNEYS AT LAW  
150 COURT AVENUE  
SEVIERVILLE, TN 37862

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Instrument Prepared By:  
R. Alexander Johnson, Esq.  
Johnson, Murrell & Associates, PC  
150 Court Avenue  
Sevierville, TN 37862  
(865) 453-1091

Re: Book 766, Page 587  
Book 764, Page 501

**AMENDMENT TO THE BY-LAWS OF  
RIVER MIST ON THE HOLSTON SUBDIVISION OWNER'S  
ASSOCIATION, INC.**

This Amendment is made and entered into this 14 day of December, 2017, by River Mist on the Holston Subdivision Owner's Association, Inc. (hereinafter referred to as the "Association") in accordance with the Declaration of Covenants Conditions and Restrictions of "River Mist Subdivision", of record in WD Book 764, Page 501 of the Register's Office of Jefferson County, Tennessee (hereinafter referred to as the "Restrictions"), and the By-Laws of River Mist on the Holston Subdivision Owner's Association, Inc., of record in Book 766, Page 587 of the Office of Jefferson County Register's Office (hereinafter referred to as the "By-Laws").

**Whereas**, under Article IV of the By-Laws the Board of Directors of the Association currently is composed of three (3) directors with three (3) year terms; and,

**Whereas**, the Association wishes to amend the By-Laws to provide for a minimum of three (3) directors but allow for a maximum of seven (7) directors; and,

**Whereas**, under Article IV of the By-Laws the board members serve for a three (3) year term; and,

**Whereas**, the Association wishes to amend the By-Laws to provide for the election of board members to a two (2) year term which shall be staggered; and,

**Whereas**, under Article VI of the By-Laws the officers of the Association are designated as a President, Secretary, and Treasurer; and,

**Whereas**, the Association wishes to amend the By-Laws to provide for a minimum of three (3) officers which shall include a President, Secretary, and Treasurer, and a maximum of five (5) officers which may also include a Vice-President and a Compliance Officer; and,

**Whereas**, an annual meeting of the Association was held on October 21<sup>st</sup>, 2017, and a quorum of the members of the Association were present and a majority of the quorum did vote and approve to amend the By-Laws as evidenced by the Resolution of the Association attached hereto as **Exhibit A**; and,

STATE OF TENNESSEE, JEFFERSON COUNTY  
**ED STINER**  
REGISTER OF DEEDS

Page 1 of 3

**BK/PG: 1400/696-700**  
**18000305**

**Book 1400 Page 696**

5 PGS:AL-AMENDMENT TO RESTRICTION	
LINDA R BATCH 119527 01/12/2018 - 09 31 AM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	30.00
ARCHIVE FEE	0.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	32.00



Now, therefore, for and in consideration of the foregoing premises and for other consideration, the receipt and legal sufficiency of which are hereby acknowledged, and pursuant to the Restrictions and By-Laws, the Association hereby amends the By-Laws as follows:

1. The By-Laws contain two paragraphs titled as "Article IV". This amendment applies to the first Article IV in the By-Laws. Section 1 of the first Article IV shall be and is hereby amended and replaced with the following language:

SECTION 1. NUMBER. The affairs of this Association shall be managed by a board of not less than three (3) directors and not more than seven (7) directors, who shall be members of the Association.

2. The By-Laws contain two paragraphs titled as "Article IV". This amendment applies to the first Article IV in the By-Laws. Section 2 of the first Article IV shall be and is hereby amended and replaced with the following language:

SECTION 2. TERM OF OFFICE. Members shall elect all directors for a term of two (2) years with staggered elections allowing for three (3) directors to be elected at the 2017 Annual Meeting for a term of two (2) years, and for two (2) directors to be elected the following year for a term of two (2) years, and for that election format to remain in perpetuity.


3. Section 1 of Article VI of the Bylaws shall be and is hereby amended and replaced with the following language:

SECTION 1. ENUMERATION OF OFFICERS. The number of Officers of the Association shall be not less than three (3) Officers (and such minimum of three (3) must specifically be: a President, Secretary, and Treasurer), and not more than five (5) Officers in total. All Officers shall be directors on the board.

4. The remaining provisions of the By-Laws not amended herein shall remain in full force and effect.

**In Witness Whereof**, the Association has caused this Amendment to be executed and has executed this Amendment as of the day and year set forth above.

**River Mist On The Holston Subdivision Owner's Association, Inc.**

By:   
Susan Rosenthal  
Its: President

By: Penny Jonscher-Kipp  
Penny Jonscher-Kipp

Its: Secretary

State of TN  
County of KNOX

Personally appeared before me, the undersigned, a Notary Public, Susan Rosenthal with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is the President of the maker, River Mist On The Holston Subdivision Owner's Association, Inc. or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute the instrument on behalf of the maker.

WITNESS my hand, at office, this 14<sup>th</sup> day of December, 2017.  
Penny J  
NOTARY PUBLIC

My Commission expires: 3-24-2021

State of TN  
County of KNOX



Personally appeared before me, the undersigned, a Notary Public, Penny Jonscher-Kipp with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is the Secretary of the maker, River Mist On The Holston Subdivision Owner's Association, Inc. or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute the instrument on behalf of the maker.

WITNESS my hand, at office, this 14<sup>th</sup> day of December, 2017.  
Penny J  
NOTARY PUBLIC

My Commission expires: 3-24-2021

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**RESOLUTION OF RIVER MIST ON THE HOLSTON  
SUBDIVISION OWNER'S ASSOCIATION, INC.**

**THIS RESOLUTION** ("Resolution") of River Mist on The Holston Subdivision Owner's Association, Inc. ("Association") was made and approved this 21 day of October, 2017.

**WHEREAS**, pursuant to and in accordance with the Charter and Bylaws of the Association, each member of the Association received a copy of the proposed amendments to the By-Laws of the Association.

**WHEREAS**, there being a quorum of the members present (in person or by proxy vote) at the annual meeting of the Association held on October 21<sup>st</sup>, 2017, the votes of the members were tallied and three amendments to the By-Laws were approved which are as follows:

1. The By-Laws contain two paragraphs titled as "Article IV". This amendment applies to the first Article IV in the By-Laws. Section 1 of the first Article IV shall be and is hereby amended and replaced with the following language:

SECTION 1. NUMBER. The affairs of this Association shall be managed by a board of not less than three (3) directors and not more than seven (7) directors, who shall be members of the Association.

2. The By-Laws contain two paragraphs titled as "Article IV". This amendment applies to the first Article IV in the By-Laws. Section 2 of the first Article IV shall be and is hereby amended and replaced with the following language:

SECTION 2. TERM OF OFFICE. Members shall elect all directors for a term of two (2) years with staggered elections allowing for three (3) directors to be elected at the 2017 Annual Meeting for a term of two (2) years, and for two (2) directors to be elected the following year for a term of two (2) years, and for that election format to remain in perpetuity.

3. Section 1 of Article VI of the Bylaws shall be and is hereby amended and replaced with the following language:

SECTION 1. ENUMERATION OF OFFICERS. The number of Officers of the Association shall be not less than three (3) Officers (and such minimum of three (3) must specifically be: a President, Secretary, and Treasurer), and not more than five (5) Officers in total. All Officers shall be directors on the board.

EXHIBIT A



IT IS HEREBY RESOLVED that the President and Secretary of the Association shall sign, execute and deliver any documents and other paper writings necessary and proper to make the above-described amendments to the By-Laws of the Association.

**BOARD MEMBERS:**

  
Susan Rosenthal, President

  
Penny Jonscher-Kipp, Secretary

  
Pat Thompson, Treasurer

**CERTIFICATE**

I, Penny Jonscher-Kipp, secretary of the corporation hereby certify that the foregoing amendments to the By-Laws were approved at the annual meeting of the members of the Association by a majority vote of a quorum as set out hereinabove.

This the 8<sup>th</sup> day of December, 2017.

  
SECRETARY