

SUPPLEMENT TO
RESTRICTIVE COVENANTS, LIMITATIONS AND RESERVATIONS
OF THE HOLIDAY HILLS SUBDIVISION

This Supplement to Restrictive Covenants, Limitations and Reservations of the Holiday Hills Subdivision (the "Supplemental Restrictions") is made by Boardwalk Property Owners Association, Inc. a Tennessee corporation (hereafter referred to as "Association").

On September 3, 1963, Holiday Hills, Inc. ("Developer") executed and recorded the "Restrictive Covenants, Limitations and Reservations of the Holiday Hills Subdivision" ("Restrictions") of record in Deed Book 38, page 431, et seq., Register's Office, Cumberland County, Tennessee. Pursuant to the Restrictions, all purchasers of a lot in the Holiday Hills subdivision have to be accepted as a member or members of the Holiday Hills owner's association. Association is the successor in interest to Holiday Hills owner's association. On September 30, 2002, the Association adopted the Replacement Bylaws of Boardwalk Property Owners Association ("Bylaws") for the Holiday Hills subdivision which are attached hereto as Exhibit A.

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Pursuant to said Bylaws, the board of directors of the Association may amend the bylaws. Accordingly, on March __, 2012, the board of directors unanimously adopted an amendment to the Bylaws ("Amendment"), which is attached hereto as Exhibit B. This amendment allows the Association to file a lien against a lot in the Holiday Hills subdivision for the non-payment of dues to the Association.

*BPOA = Association,
successor to Holiday
Hills Owners Association*

BK/PG: 1404/2450-2461	
13003170	
12 PGS : AL - RESTRICTIONS	
SUE BATCH: 68413	
03/18/2013 - 12:55:51 PM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	60.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	62.00
STATE OF TENNESSEE, CUMBERLAND COUNTY	
JUDY GRAHAM SWALLOWS	
REGISTER OF DEEDS	

IN WITNESS WHEREOF, Boardwalk Property Owners Association, Inc., a Tennessee corporation, has caused this instrument to be executed in its name by its authorized representative, on this 26th day of April, 2012.

BOARDWALK PROPERTY OWNERS ASSOCIATION, INC.

By: *Mary Lou Wibel*
Mary Lou Wibel, President

STATE OF TENNESSEE |
 |
COUNTY OF Cumberland |

Before me personally appeared Mary Lou Wibel, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be President of Boardwalk Property Owners Association, Inc., the within named bargainer, a Tennessee corporation, and that she as such officer, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by herself as such officer.

WITNESS my hand and seal, at office, this 26 day of April, 2012.
Selena D. Fisher
NOTARY PUBLIC



My Commission Expires: 2/8/14

Prepared by and return to:
Patrick, Beard, Schulman & Jacoway, P.C.
537 Market Street, Suite 202
Chattanooga, TN 37402
(423) 756-7117

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EXHIBIT A

Adopted: July 15, 2002.

REPLACEMENT BYLAWS OF
BOARDWALK PROPERTY OWNERS ASSOCIATION
(A Tennessee Nonprofit Corporation)

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ARTICLE 8 - AMENDMENT

Adopted: July 15, 2002.

REPLACEMENT BYLAWS OF

BOARDWALK PROPERTY OWNERS ASSOCIATION
(A Tennessee Nonprofit Corporation)

ARTICLE 1

MEMBER MEETINGS

1.1 Annual Meetings. An annual meeting of the members shall be held at any date within the last month of the fiscal year as set by the directors or at a time which is within the six (6) months following the close of any fiscal year as set by the directors if the notice of the meeting designates it as an annual meeting.

1.2 Special Meetings. Special meetings of the members may be called by the board. A special meeting of the members may also be called, as provided by law, by the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the meeting, by signing, dating and delivering to the corporation's secretary one (1) or more demands for the meeting describing the purpose or purposes for which it is to be held.

1.3 Place of Meetings. Member meetings shall be held at the principal office of the corporation or at any other place, within or without the State of Tennessee, as the directors may from time to time select.

1.4 Notice Requirements. Written or printed notice stating the date, time and place of the meeting and, in the case of a special meeting or an annual meeting at which any matter described in Tennessee Code Annotated Section 48-57-105(c)(2) will be considered, the purpose or purposes for which the meeting is called shall be delivered in accordance with the Tennessee Nonprofit Corporation Act by or at the direction of the president, the secretary or, if the president and secretary refuse to act, the person or persons calling the meeting, to each member entitled to vote at the meeting and to any other member to whom notice is required to be given under the Tennessee Nonprofit Corporation Act. Such notice shall be delivered not less than ten (10) days nor more than two (2) months before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the books of the corporation, with postage thereon prepaid. When giving notice of an annual or special meeting of members, notice of a matter a member intends to raise at the meeting shall be given if requested in writing by a person entitled to call a special meeting and the request is received by the secretary or president of the corporation at least ten (10) days before the day notice of the meeting is given. (See Paragraph 4.5 for requirements for notice of meeting to remove directors.)

1.5 Waiver of Notice. Whenever the members are authorized to take any action after notice to any person or persons, or after the lapse of a prescribed period of time, such action may be taken without such notice and without the lapse of such period of time if at any time before or after the date and time stated in such notice each person entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice or of such requirement to be included in the minutes or filed in the corporate records.

1.6 Quorum. Members entitled to vote as a separate voting group may take action at a meeting only if a quorum of those members exist with respect to that matter. Unless the charter or the Tennessee Nonprofit Corporation Act provides otherwise, ten percent (10%) of the votes entitled to be cast on the matter by the voting group, either present in person or represented by duly executed proxy, shall constitute a quorum of that voting group for action on that matter. When a quorum is once present to organize a meeting, a meeting may be adjourned despite the absence of a quorum caused by the subsequent withdrawal of those present.

1.7 Voting. Except as provided in the Tennessee Nonprofit Corporation Act or unless the charter provides otherwise, and except as otherwise provided in the Declaration of Horizontal Property Regime and Master Deed dated March 31, 1981, and recorded in Deed Book 239, Page 33, Register's Office of Cumberland County, Tennessee, as amended by the First Amended and Supplemental Declaration of Horizontal Property Regime Master Deed, dated September 24, 1981, and recorded in Deed Book 255, Page 319-A, Register's Office of Cumberland County, Tennessee, as amended by the Second Amended and Supplemental Declaration of Horizontal Property Regime Master Deed, dated June 15, 1984, and recorded in Deed Book 285, Page 457, Register's Office of Cumberland County, Tennessee, and as amended by the Third Amended and Supplemental Declaration of Horizontal Property Regime Master Deed, dated October 28, 1986, and recorded in Deed Book 325, Page 227, Register's Office of Cumberland County, Tennessee, and except as otherwise provided in the Declaration of Covenants and Restrictions of Thunder Hollow Development dated September 15, 1987, and recorded in Deed Book 344, Page 540, Register's Office of Cumberland County, Tennessee, (the "Declaration") each of which is incorporated by reference, every member of record who is current in the payment of dues to the corporation shall be entitled at each meeting of members, upon each matter presented at the meeting, to one vote. If the owners of a Lot or Living Unit are entitled to more than one vote, all of the dues for such Lot or Living Unit must be paid before any owner of such Lot or Living Unit may vote. Unless a greater number of affirmative votes is required by the charter or the Tennessee Nonprofit Corporation Act, whenever any corporate action other than the election of directors and except as otherwise provided by law or the charter is to be taken by vote of a voting group of members, it shall be approved by the voting group if the votes cast within the voting group favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at which a quorum is present. There shall be no cumulative voting. There shall be no voting by proxy. No member who is not specifically exempted from the requirement of paying dues shall be allowed to vote unless the member has paid his or her dues which become due and payable on or after January 1, 1996.

1.8 Action by Consent. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent. If all of the members entitled to vote on the action consent to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting is the act of the members. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE 2
MEMBERS

2.1 **Membership.** Membership in the corporation shall be determined by and in accordance with the Declaration. Membership will automatically terminate if the member no longer owns a Lot or Living Unit, as each is defined in the Declaration.

2.2 **Members' Certificates.** Membership in the corporation may but need not be represented by certificates signed by the chairman of the board, the president, any vice president, the secretary or the assistant secretary.

2.3 **Members of Record.** For the purposes of determining members entitled to notice of, entitled to vote at, or to take any other action at any meeting of members (or any adjournment thereof held not more than four (4) months after the record date fixed for determining members entitled to notice of the original meeting), or in order to make a determination of members for the purpose of determining the members entitled to exercise any rights or for any other proper purpose, the last business day preceding the date on which notice of the meeting is given shall be the record date for such determination, unless a record date is fixed in advance, within the statutory time periods. A record date shall not be more than seventy (70) days before the meeting or action requiring a determination of members.

2.4 **Members' List.** The corporation shall keep a record of its members, giving the names and addresses of all members and the class of membership, if any. After fixing a record date for a meeting, the corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. The corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting but who are not entitled to notice of the meeting. The lists of members shall be open for inspection and copying as provided in the Tennessee Nonprofit Corporation Act. If the right to vote at any meeting is challenged, the presiding officer at the meeting may rely on such list as evidence of the right of the person challenged to vote at such meeting.

2.5 **Action by Written Ballot.** There shall be no voting by written ballot unless the board votes unanimously to allow voting by written ballot. If the board votes unanimously to allow voting by written ballot, such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval of a corporate action by written ballot shall be valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors and specify the time by which a ballot must be received by the corporation in order to be counted. A written ballot may not be revoked.

ARTICLE 3
DIRECTOR MEETINGS

3.1 **Meetings of Board and Committees.** The board shall hold an annual meeting each year, without call, immediately after the annual meeting of the members. The board