

**MINUTES
LEGISLATIVE COMMITTEE
JEREMY MANSFIELD, CHAIRMAN
DECEMBER 12, 2022**

Present:

Jeremy Mansfield, Chairman
David Klein, Vice-Chairman
Merrol N. Hyde, Commission Chairman
Darrell Rogers
Matthew Shoaf
Jamie Teachenor

Absent:

Robert B. Brown III

Also Present:

Ben Allen, Staff Attorney
John C. Isbell, County Mayor
Merrol Hyde, Commission Chairman
David Lawing, Finance Director

Chairman Jeremy Mansfield brought the regular scheduled Legislative Committee meeting to order with an invocation by Comm. Teachenor on Monday, December 12, 2022, at 5:30 p.m. Chairman Mansfield declared a quorum present to conduct business.

3. Approval of Agenda. Without objection, Chairman Mansfield moved old business after new business. Upon motion of Chairman Mansfield, seconded by Comm. Teachenor, the Committee voted unanimously to approve the agenda, as amended.

4. Approval of minutes of November 7, 2022, 2022. Upon motion of Comm. Rogers, seconded by Comm. Shoaf, the Committee voted unanimously to approve the minutes of November 7, 2022.

5. Recognition of the Public.

Charlotte Gribbons of 2339 Hwy 25, Cottontown spoke against giving the Cottontown Community Center property, Bridal House and hazard mitigation grant properties to a community non-profit. She stated she is against development and the greenway but doesn't want it tied to giving property away.

Jane Wright of 1007 Lake Wood Drive, Gallatin, President of Friends of Bridal House gave an overview of the Bridal House property and addressed some of the misinformation that has been spread about Friends of the Bridal House.

Rebecca Goddard of 2339 New Hope Road, Hendersonville spoke against over development.

Wayne Padgett of 279 Bursby Branch Road, Cottontown spoke against giving the four parcels of Cottontown property to the community non-profit.

Austin Kirby, Attorney spoke to the rezone request of 456 Thompson Lane.

6. Report of the Chairman. Chairman Mansfield mentioned consideration of changing meeting time from 6:00 PM to 5:30 PM.

7. Report of County Mayor. No report

9. New Business.

- a. Veterans' service report (attached). No action taken
- b. Reappoint Magistrates (attached).

Chairman Mansfield moved, seconded by Comm. Shoaf, to reappoint magistrates. The motion carried unanimously.

After discussion, Comm. Hyde moved, seconded by Comm. Teachenor, to amend to defer to get more information. The motion carried unanimously.

- c. Approve Meeting Dates for County Commission year 2023 (attached).

Comm. Teachenor moved, seconded by Comm. Klein, to approve 2023 County Commission meeting dates. The motion carried unanimously.

- d. Anti-Discrimination Policy (attached).

Comm. Shoaf moved, seconded by Comm. Klein, to approve the Anti-Discrimination policy. The motion carried unanimously.

- e. Law Director selection discussion.

Chairman Mansfield moved, seconded by Comm. Teachenor, to discuss the selection of Law Director. The motion carried unanimously.

Chairman Mansfield gave an overview of the selection process and reported the ad hoc voted to bring two candidates back to the Legislative Committee. Those candidates were Eric Sitler and Russ Edwards, Russ Edwards withdrew his name from consideration.

Chairman Mansfield moved, seconded by Comm. Teachenor, to recommend Eric Sitler for the Law Director position and bring forward to full Commission. The motion carried unanimously.

Chairman Mansfield moved, seconded by Comm. Teachenor, to amend to state salary would be \$185,000.00 for Eric Sitler, if appointed, as Law Director. The motion carried unanimously.

After discussion, Comm. Shoaf moved, seconded by Comm. Mansfield, to amend for law office to prepare contract in accordance with private act and include in Commission packet. The motion carried unanimously.

- f. Resolution requesting the Governor of Tennessee and State Attorney General take appropriate action to protect the medical freedom of those serving in the Tennessee Army and Air National Guard and Tennessee State Guard (attached).

Without objection, Comm. Shoaf asked to defer to old business on January 2023 agenda.

- g. Resolution prohibiting eminent domain from being used to acquire privately owned real property for parks, trails, paths, or greenways for walking, running, hiking, bicycling, or equestrian use unless the privately owned real property is parallel to, runs directly along the length of, and extends in the same direction as a highway, road, or street (attached).

Chairman Mansfield moved, seconded by Comm. Hyde, to approve resolution prohibiting eminent domain. The motion carried unanimously.

- h. Comer barn Update.

County Attorney Ben Allen stated outside council is preparing the deed to give the property back to Rogers Group.

- i. Discussion and actions taken on amending Standing Rules and Procedures to include the prohibition of cell phone usage during meetings of the Full Commission.

Chairman Mansfield moved, seconded by Comm. Shoaf, to approve and forward to full Commission amending Standing Rules and Procedures to include the prohibition of cell phone usage during meetings of the Full Commission. The motion carried unanimously.

10. Commission Recognition.

- a. Honoring Merrol Hyde Magnet School girls' soccer team – State champions
- b. Honoring Sumner County National Merit Scholarship finalist
- c. Honoring 4-H Council President – Hadley Brown – *deferred to January 2023*
- d. Honoring Merrol Hyde Magnet School boys' soccer team – making it to the State Playoffs

Comm. Hyde moved, seconded by Comm. Shoaf, to group and approve items 10a, 10b and 10d. The motion carried unanimously.

Chairman Mansfield moved, seconded by Comm. Rogers, to defer item 10c to January 2023. The motion carried unanimously.

8. Old Business.

- a. Discussion and Actions taken for the 221 Code Resolution. No action taken
- b. Discussion and actions taken for the preservation and protection of the Cottontown Community Center property, Hazard Mitigation Grant properties, and Bridal House property.

Chairman Mansfield moved, seconded by Comm. Shoaf to discuss item 8b. The motion carried unanimously.

Chairman Mansfield gave an overview of Cottontown Ad Hoc Committee.

Clark Wright, President and Tracy Finegan, Vice-President of Cottontown Country Community non-profit corporation stated the wishes for the Cottontown properties. Mr. Wright asked the Cottontown Community Center property and the Bridal House be granted to the Cottontown Country Community non-profit. Ms. Finegan gave a brief overview of the structure, members and goals of the non-profit. Supporting documents of the formation of the corporation and proposed deeds for the requested properties were presented. Documents attached.

Comm. Shoaf moved, seconded by Comm. Klein, to extend the meeting time for thirty minutes. The motion carried unanimously.

Chairman Mansfield moved, seconded by Comm. Rogers, to discuss Cottontown Community Center property and Hazard Mitigation grant properties and Bridal House property. The motion carried unanimously.

After discussion, Comm. Shoaf moved, seconded by Comm. Klein, to direct the new Law Director to work with appointed individuals to serve as advisors for formation of the Trust to place the Bridal House property into an Irrevocable Trust. Proposal attached. The motion carried unanimously.

After further discussion, Chairman Mansfield moved, seconded by Comm. Klein, to amend to include that the appointed advisors be a resident living within a five mile radius of the Bridal House and Cottontown Community Center or in the 37048 zip code. The motion carried unanimously.

Chairman Mansfield moved, seconded by Comm. Shoaf, to amend the language of the Quitclaim Deed giving the Cottontown Community Center property to the Cottontown non-profit, to include the same conditions required by the Trust (all of item 2 as shown on the proposal for the Irrevocable Trust). The motion carried unanimously.

Chairman Mansfield moved, seconded by Comm. Shoaf, to reconsider sending the Trust for the Bridal House to full Commission until Trustees have been appointed and Law Director has formed the Trust. The motion carried unanimously.

Comm. Shoaf moved, seconded by Chairman Mansfield, to issue a directive to the new Law Director to meet with two individuals, yet to be determined, one to be selected by Friends of the Bridal House and one to be selected by Cottontown Country Community Inc., to construct a Trust and bring it back before the Committee next month. The motion carried unanimously.

Chairman Mansfield clarified that the Cottontown Community Center property would be forwarded on to full Commission and a directive issued to the new Law Director for the Bridal House property.

11. Zoning.

- a. 456 Thompson Lane PUD – Rezoning – Applicant is seeking to rezone 5.02 acres from Rural Residential (RR) to Planned Unit Development (PUD) for the purpose of operating a steel fabricating company. Subject property is located at 456 Thompson Lane, Portland, Tennessee, 37148, is on Tax Map 073, Parcel 013.2 acres and is zoned Rural Residential (RR). First Reading (attached).

Chairman Mansfield moved, seconded by Comm. Rogers, to approve 456 Thompson Lane rezone request for docketing purposes. The motion carried unanimously.

10. Adjournment. Chairman Mansfield declared the meeting adjourned at 7:38 p.m. upon motion of Comm. Shoaf, and seconded by Comm. Klein.

Proposal: Transference of Cottontown Bridal House Properties to an Irrevocable Trust for the Bridal House

1. General.
 - a. Place the Cottontown Bridal House (the Property) and surrounding premises, located at 2265-2251 HWY 25, into an irrevocable trust (the Trust).
2. Conditions Required by the Trust.
 - a. All buildings currently standing on the premises shall be maintained in their current form in order to preserve the historical character of the Property.
 - b. No portion of the Property shall ever be developed in any way, to include road frontage, sewage, residential, commercial, greenway, or other access of any sort.
 - c. The Property shall not be utilized by any profit-taking entity whatsoever.
 - d. The Property must be maintained lien-free.
 - e. The Property must be managed such that the public has reasonable and fair access to the premises.
 - f. The Property may not be transferred or sold, either in part or in whole, nor shall it be partitioned
3. Rules of Construction.
 - a. The Sumner County Law Director shall build the Trust with the above conditions, and any others which may be necessary to affect the broader goals of the trust, which are: (a) maintenance of the property in its historical form and (b) prevention of the property from being used as part of a greater greenway system within Sumner County
 - b. The Law Director shall work with two individuals who will serve as advisors to this property: (a) one, selected by Cottontown Country Community, Incorporated or a legal representative of the selected advisor and (b) one, selected by the Friends of the Bridal House or a legal representative of the selected advisor
 - c. The two individuals selected to assist the Law Director in constructing the Trust shall serve as the initial members of the Board of Trustees, or they may select someone to serve in that capacity upon execution of the Trust
4. Board of Trustees.
 - a. The Trust shall be managed by a Board of Trustees, which shall consist of no fewer than two and no more than seven Trustees
 - b. The initial Board of Trustees shall be comprised of the two individuals who served as advisors to the Sumner County Law Director during the construction of the Trust, or a person of their choosing, respectively
 - c. The County Commission may, upon initial execution of the Trust, appoint no more than 5 additional Trustees
 - d. Once appointed, no Trustee may be removed the Board of Trustees unless he or she has been found to be guilty of a felony, or has been found to have utilized his or her position as Trustee for fraudulent activity of any type, or has been declared mentally unfit by a Court
5. Rules of Dissolution and Transferrance.
 - a. The Trust may not be dissolved unless otherwise required by federal or state law
 - b. The Trust may not be transferred, except:

**This Instrument Prepared By:
BONE MCALLESTER NORTON PLLC
100 Bluegrass Commons Blvd, Suite 2370
Hendersonville, Tennessee 37075
615.822.8822**

QUITCLAIM DEED

Address New Owner(s)	Send Tax Bills To:	Map & Parcel Nos.:
Cottontown Country Community, Inc. P.O. Box 314 Cottontown, Tennessee 37048	Same	Map: 094 Parcel: 014.00

FOR AND IN CONSIDERATION of other monetary consideration, SUMNER COUNTY, TENNESSEE, (the "Grantor"), does hereby quitclaim, transfer and convey all interest in and to the following described property to COTTONTOWN COUNTRY COMMUNITY, INC., (the "Grantee"), for so long as Grantee shall use and preserve the property conveyed hereunder for architectural, archaeological, artistic, cultural, or historical purposes or for its open, natural, or scenic condition to be used as a park, community gathering place and/or for hosting meetings and events that serve the people of Sumner County and in the event that the property fails to be used for such purposes, falls into disrepair for a period of two (2) years, or in the event that Grantee ceases to exist as a non-profit corporation in good standing with the State of Tennessee, title to the property conveyed hereunder shall revert back to Grantor automatically in as full and ample a manner as if this deed had never been given, and no re-entry by the Grantor shall be necessary, it being the intent of the Grantor to convey to Grantee a fee simple determinable with a possibility of reverter. Subject to the foregoing provisions, Grantor conveys to Grantee a certain tract or parcel of land in the County of Sumner, State of Tennessee, and more particularly described as follows:

Land in the Eighth (8th) Civil District of Sumner County, Tennessee, and described as follows:

Beginning in the center of the Red River Turnpike Road northeast corner of Capt. John Bryan, northwest corner to C. W. Strother and southeast corner to Alexander Parham; thence with said Parham line north 33 deg. East 25 poles to a planted rock, another southeast corner to said Parham; thence with Parham's line south 44 deg. crossing the creek and passing said Parham's corner and onward to D.A. Roscoe west boundary line; thence with said Roscoe line to the center of the Red River Turnpike Road; thence with the center of said road north 61 deg. West with C. W. Strother line to the beginning.

Included in the above description but specifically excluded from this quitclaim is any right-of-way or easement used or retained by Sumner County, the Sumner County Highway Department or the State of Tennessee.

Being the same property conveyed to Sumner County Board of Education by quitclaim deed from Jennifer Smith, Ron Smith, Wayne Padgett and Theressia Padgett, being the sole remaining shareholders of Cottontown Community Center, Inc., of record in Record Book 4963, page 98, Register's Office for said County.

This conveyance is made subject to all matters of record.

BEING the same property conveyed to SUMNER COUNTY, TENNESSEE, by the Sumner County Board of Education by quitclaim deed in Record Book 4969, Pages 210-213, dated June 24, 2019, Register's Office for Sumner County, Tennessee.

The above legal description is the same as that contained in the previous deed of records.

Subject to any and all plats, easements, restrictions, and other matters of records.

This transfer is by quitclaim and we make no warranties about the title. This deed is prepared on information provided by the Grantor and no examination has been made by the Preparer.

Property is subject to liens and encumbrances of record.

IN TESTIMONY WHEREOF, Grantors have executed this deed on the ____ day of _____, 20__.

SUMNER COUNTY, TENNESSEE

By: _____

Its: _____

STATE OF TENNESSEE)
COUNTY OF SUMNER)

Before me, _____, a Notary Public in and for said County and State, aforesaid, personally appeared _____, the _____ of SUMNER COUNTY, TENNESSEE, within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and that as _____ acknowledged that he/she executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at the office in Hendersonville, Sumner County, Tennessee, this ____ day of _____, 20__.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF SUMNER)

The actual consideration for this transfer of property is \$-0-.

Affiant

Sworn to and subscribed before me
This ____ day of _____, 20__.

Notary Public

My Commission Expires: _____

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
PHILADELPHIA PA 19255-0023

Date of this notice: 11-29-2022

Employer Identification Number:
92-1132080

001375.480795.271031.5746 1 MB 0.515 920



Form: SS-4

Number of this notice: CP 575 A

COTTONTOWN COUNTRY COMMUNITY INC
1499 UPPER STATION CAMP CRK RD
COTTONTOWN TN 37048

For assistance you may call us at:
1-800-829-4933

001375

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 92-1132080. This EIN will identify your entity, accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for their business. Some taxpayers receive CP575 notices when another person has stolen their identity and are opening a business using their information. If you did not apply for this EIN, please visit, www.irs.gov/einnotrequested.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following forms by the dates shown.

Form 1120

04/15/2023

If you have questions about the forms or the due dates shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, Accounting Periods and Methods.

We assigned you a tax classification (corporation, partnership, etc.) based on information obtained from you or your representative. It is not a legal determination of your tax classification and is not binding of the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2020-1, 2020-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, Entity Classification Election. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S, U.S. Income Tax Return for an S Corporation, must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, Election by a Small Business Corporation.

If you are required to make federal tax deposits for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or corporate income taxes (Form 1120), you will receive a Welcome Package shortly which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 996, Electronic Choices to Pay All Your Federal Taxes. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents or other payroll service providers, are available to assist you. Visit www.irs.gov/mefbusproviders for a list of companies that offer IRS e-file for business products and services.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and IRS will not be able to generate a duplicate copy for you. You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is COTT. You will need to provide this information, along with your EIN, if you file your returns electronically.

Safeguard your EIN by referring to Publication 4557, Safeguarding Taxpayer Data: A Guide for Your Business.

You can get any of the forms or publications mentioned in this letter by visiting our website at www.irs.gov/forms-pubs or by calling 800-TAX-FORM (800-829-3676).

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter. If you do not need to write us, do not complete, and return this stub.

Thank you for your cooperation.





001375

Keep this part for your records.

CP 575 A (Rev. 1-2022)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

0509905522

Your Telephone Number
() -

Best Time to Call

DATE OF THIS NOTICE: 11-29-2022

EMPLOYER IDENTIFICATION NUMBER: 92-1132080

FORM: SS-4

NOBOD

INTERNAL REVENUE SERVICE
PHILADELPHIA PA 19255-0023

COTTONTOWN COUNTRY COMMUNITY INC
1499 UPPER STATION CAMP CRK RD
COTTONTOWN TN 37048





Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102

COTTONTOWN COUNTRY COMMUNITY, INC.
1499 UPPER STATION CAMP CREEK RD
COTTONTOWN, TN 37048

November 29, 2022

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control #: 1366962 Status: Active
Filing Type: Nonprofit Corporation - Domestic

Document Receipt

Receipt #: 007619642	Filing Fee:	\$20.00
Payment-Check/MO - MARSHALL COOK, HENDERSONVILLE, TN		\$20.00

Amendment Type: Amended and Restated Formation Documents Image #: B1303-2539
Filed Date: 11/29/2022 10:55 AM

This will acknowledge the filing of the attached amended and restated formation document with an effective date as indicated above. When correspondng with this office or submitting documents for filing, please refer to the control number given above

Processed By: Cassandra Bowman


Tre Hargett
Secretary of State

AMENDED AND RESTATED

CHARTER

OF

COTTONTOWN COUNTRY COMMUNITY, INC.

FILED

The undersigned, having capacity to contract and acting as the incorporator of a corporation under the Tennessee Nonprofit Corporation Act, as amended, adopts the following Amended and Restated Charter for such Corporation:

1. The name of the Corporation is:

COTTONTOWN COUNTRY COMMUNITY, INC.

2. The Corporation is a public benefit corporation.

3. The Corporation's initial registered office is 1499 Upper Station Camp Creek Road, Cottontown, Tennessee 37048 which is located in Sumner County, and its initial registered agent at that office is Erica Brister (erica@uspest.com).

4. The name and address of the incorporator of the Corporation is:

Marshall T. Cook, Esq.
Spencer Fane Bone McAllester
100 Bluegrass Commons Blvd, Suite 2570
Hendersonville, Tennessee 37075

5. The street address of the principal office of the Corporation is:

1499 Upper Station Camp Creek Road
Cottontown, Tennessee 37048

6. The corporation is not for profit.

7. The corporation shall not have members.

8. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 9 hereof.

9. The corporation is organized and operated exclusively as a social welfare organization in accord with Section 501(c)(4) of the Internal Revenue Code of 1986 (or the

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corresponding provision of any future United States Internal Revenue law and referred to herein as the "Code").

10. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as (1) a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(4) of the Code, or (2) as a corporation to which contributions are deductible under Sections 170, 2055 and 2522 of the Code.

11. Upon termination, dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all corporate assets by distributing such assets to one or more organizations that are organized and operated exclusively for charitable purposes and at that time qualify as exempt organizations under Section 501(c) of the Code or its successor provision. If possible, the purposes of such charitable donee or donees should be substantially similar to the charitable purposes of the corporation. Any such assets not so disposed of by the Board of Directors shall be disposed of a court of competent jurisdiction in the County in which the principal office of the corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at that time, qualify as tax-exempt under Section 501(c)(3) of the Code; 501(c)(4) of the Code or their successor provision. If possible, the court shall cause such remaining assets to be transferred to a donee or donees that have purposes that are substantially similar to the charitable purposes of the corporation.

13. A director of the corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision does not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for a distribution that is unlawful. If Tennessee law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of directors, then the liability of a director of the corporation shall thereupon be eliminated or limited, without the necessity of further amendment of this Charter, to the fullest extent permitted by Tennessee law. Any repeal or modification of the provisions of this Paragraph 13 shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

14. The Corporation shall have the power to indemnify any director, officer, employee, trustee, or agent of the Corporation, or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust, or other enterprises to the fullest extent permitted by the law of the State of Tennessee, as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a director, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of such a person.

15. Any other provision of these Paragraphs to the contrary notwithstanding, the Corporation shall, if the following provisions of law are applicable to it: (i) not engage in any act of self dealing as defined in Section 4941 of the Code; (ii) distribute its income for each fiscal

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year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; (iii) not retain any excess business holdings as defined in Section 4943 of the Code; (iv) not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945 of the Code.

Dated this 23rd day of November, 2022.



Marshall T. Cook, Esq.
Incorporator

21303-2541 11/29/2022 10:00 AM RECEIVED BY [illegible]



SpencerFane

Bone McAllister

MARTY COOK
DIRECT DIAL: (615) 780-7975
mcook@spencerfane.com

November 23, 2022

VIA REGULAR MAIL

Tennessee Secretary of State
Corporate Filings
312 Rosa L. Parks Avenue, 6th Floor
William R. Snodgrass Tower
Nashville, TN 37243

Re: **Cottontown Country Community, Inc.**

To Whom it May Concern:

Please find enclosed for filing an Amended and Restated Charter of Cottontown Country Community, Inc., as well as a check for the filing fee. It would be appreciated if you would return the Charter to us once it has been filed. I have enclosed a self-addressed stamped envelope for this purpose.

If you should have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Marty Cook by clb
Marty Cook

MC/clb
Enclosures

61303-2542 11/23/2022 10:55 AM RECEIVED BY MAILROOM COURTESY OF SPENCER FANE