

CERTIFICATE OF INCORPORATION  
OF  
THE PUBLIC BUILDING AUTHORITY  
OF  
THE CITY OF CROSSVILLE, TENNESSEE

Pursuant to the provisions of the Public Building Authorities Act of 1971, as amended, codified as Title 12, Chapter 10, Tennessee Code Annotated (the "Act"), we, the undersigned natural persons, do hereby intend to create a public building authority pursuant to said Act and do hereby certify as follows:

1. Each of us is a duly qualified elector of the City of Crossville, Tennessee, and our respective names and residences are as follows:

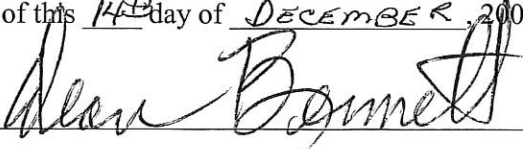
<u>NAME</u>	<u>ADDRESS</u>
H. Dean Bennett	236 Miller Ave., Crossville, TN 38555
Kirk Tollett	82 Volunteer Court, Crossville, TN 38555
Joe M. Looney	P. O. Box 1250, Crossville, TN 38557

2. The name of the authority shall be "The Public Building Authority of the City of Crossville, Tennessee" (the "Authority").
3. Permission to organize the Authority has been granted by resolution duly adopted by the City Council of the City of Crossville, Tennessee on December 14, 2004.
4. The address of the Authority's initial registered office is 99 Municipal Avenue, Crossville, Cumberland County, Tennessee 38555.
5. The name of the Authority's initial registered agent is City Manager, 99 Municipal Avenue, Crossville, Cumberland County, Tennessee 38555.
6. The location of the principal office of the Authority is 99 Municipal Avenue, Crossville, Cumberland County, Tennessee 38555.
7. The purposes for which the Authority is being organized are, among others, the constructing, acquiring, improving, repairing, renovating, extending, equipping, furnishing, operating, maintaining and managing one or more "projects," as such term is defined in the Act, within or without the City of Crossville, including the power to demolish existing structures, as provided in the Act; the borrowing of funds to carry out any of its purposes and powers with respect to any such project or projects and the lending of funds for any such purpose; the lending of funds to municipal corporations in Tennessee, including Tennessee cities, counties and utility districts, for the purpose of financing any undertaking that is eligible to be financed by bonds, notes, interim certificates or other obligations issued pursuant to law by any such municipal corporation, the State of Tennessee or any agency, authority, branch, bureau,


commission, corporation, department, or instrumentality thereof and execution of loan agreements and leases with such municipal corporations in connection with such lending of funds; and the exercise of any and all powers conferred by the laws and statutes of the State of Tennessee, including the Act.

8. The Authority shall have seven (7) directors, all of whom shall have such qualifications, terms and duties as provided in the Act, as heretofore or hereafter amended.
9. The duration of the Authority is perpetual.
10. The Authority shall be a public nonprofit corporation and public instrumentality of the City of Crossville, Tennessee, as provided in the Act, but shall have no power to obligate the City of Crossville, Tennessee in any way, as provided in the Act.
11. The Authority shall have all powers necessary to carry out the purposes set forth above as are authorized under the laws of the State of Tennessee, including without limitation the Act, as heretofore and hereafter amended, and including all powers incidental thereto or necessary for the performance thereof, excepting only such lawful limitations on, and additions to, such powers and authorities as expressly provided herein. To that end, it is hereby declared that should any provision or provisions of this Certificate of Incorporation, which limit(s) or add(s) to, such powers and authorities, be declared invalid, unlawful, or unenforceable for any reason, the invalidity, unlawfulness, or unenforceability of such provision or provisions shall not affect the remaining provisions of such Certificate of Incorporation, and that this Certificate of Incorporation should have full force and effect according to its provisions excepting those provision(s) so declared invalid, unlawful, or unenforceable.
12. Any action required or permitted by the Act to be taken at a Board of Directors meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each director, indicating the director's vote or abstention on the action, which consents shall be included in the minutes or filed with the corporate records of the Authority reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. Copies of such consent actions shall be provided forthwith to each director.

We, the undersigned, do hereby subscribe to and acknowledge this Certificate of Incorporation as evidenced by our signatures below, all as of this 14<sup>th</sup> day of DECEMBER, 2004.

  
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STATE OF TENNESSEE )

COUNTY OF CUMBERLAND)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, H. DEAN BENNETT, the within named bargainer, 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.

WITNESS my hand and seal, at office in CROSSVILLE, Cumberland County, Tennessee, this 14<sup>th</sup> day of DECEMBER, 2004.

  
Notary Public

My Commission Expires:

3/14/05

STATE OF TENNESSEE )

COUNTY OF CUMBERLAND)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, KIRK TOLLETT, the within named bargainor, 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.

WITNESS my hand and seal, at office in CROSSVILLE, Cumberland County, Tennessee, this 14<sup>th</sup> day of DECEMBER, 2004.

  
Notary Public

My Commission Expires:

3/14/05

STATE OF TENNESSEE )

COUNTY OF CUMBERLAND)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, JOE M. LOONEY, the within named bargainer, 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.

WITNESS my hand and seal, at office in CROSSVILLE, Cumberland County, Tennessee, this 14<sup>th</sup> day of DECEMBER, 2004.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

3/14/05

The City Council of the City of Crossville, Tennessee, met in a regular session on December 14, 2004, at 6 o'clock, p.m. at City Hall, Crossville, Tennessee, with the Honorable J. H. Graham, III, Mayor, presiding.

There were present: Mayor J. H. Graham, III, Mayor Pro-Tem Boyd Wyatt, Sr. Councilman Earl Dean, and Councilman Carl Duer.

There were absent: Councilman Billy Loggins

There were also present Sally Oglesby, City Clerk, Jack E. Miller, City Manager and Amanda Houston, Finance Director.

After the meeting was duly called to order, the following resolution was introduced by Councilman Earl Dean, seconded by Mayor Pro-Tem Boyd Wyatt, Sr. and after due deliberation, was adopted by the following vote:

AYE: 4

NAY: 0

A RESOLUTION ACCEPTING AN APPLICATION SEEKING TO FORM A PUBLIC BUILDING AUTHORITY OF THE CITY OF CROSSVILLE, TENNESSEE, FINDING AND DETERMINING THAT SUCH AUTHORITY BE FORMED, AUTHORIZING THE PERSONS MAKING SUCH APPLICATION TO PROCEED TO FORM SUCH AUTHORITY, AND APPROVING THE FORM OF THE CERTIFICATE OF INCORPORATION OF SUCH AUTHORITY.

WHEREAS, the Public Building Authorities Act of 1971, as amended, codified as Sections 12-10-101 et seq., Tennessee Code Annotated (the "Act"), provides for the formation of a public building authority of a Tennessee county for the purposes, among others, of constructing, acquiring, improving, repairing, renovating, extending, equipping, furnishing, operating, maintaining and managing one or more "projects," as such term is defined in the Act, including the power to demolish existing structures, as provided in the Act; the borrowing of funds to carry out any of its purposes and powers with respect to any such project or projects and the lending of funds for any such purpose; and the lending of funds to municipal corporations in Tennessee, including Tennessee cities, counties and utility districts, for the purpose of financing any undertaking that is eligible to be financed by bonds, notes, interim certificates or other obligations issued pursuant to law by any such municipal corporation, the State of Tennessee or any agency, authority, branch, bureau, commission, corporation, department, or instrumentality thereof and execution of loan agreements and leases with such municipal corporations in connection with such lending of funds; and

WHEREAS, a written Application seeking permission to apply for the incorporation of a public building authority for the City of Crossville, Tennessee (the "Municipality") pursuant to the Act has been filed with the City Council of the Municipality (the "Governing Body"); and

WHEREAS, it is the intention of the Governing Body to adopt this resolution to grant such permission pursuant to Section 12-10-104, Tennessee Code Annotated.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Crossville, Tennessee, as follows:

1. Acknowledgment of Application. The Governing Body hereby acknowledges receipt of an Application to Form The Public Building Authority of the City of Crossville, Tennessee (the "Authority") pursuant to Section 12-10-104, Tennessee Code Annotated, submitted to it by three (3) natural persons who are duly qualified electors of the City. (A form of said Application is attached hereto as Exhibit A.)

2. Findings and Determination. The Governing Body hereby finds and determines that it is wise, expedient, necessary and advisable that the Authority be formed pursuant to the Act.

3. Authorization to Proceed. The Governing Body hereby authorizes the persons making such Application to proceed to form the Authority.

4. Approval of Certificate of Incorporation. The Governing Body hereby approves the form of the Certificate of Incorporation proposed to be used in organizing the Authority, in the form presented to this meeting and attached to the Application as an exhibit.

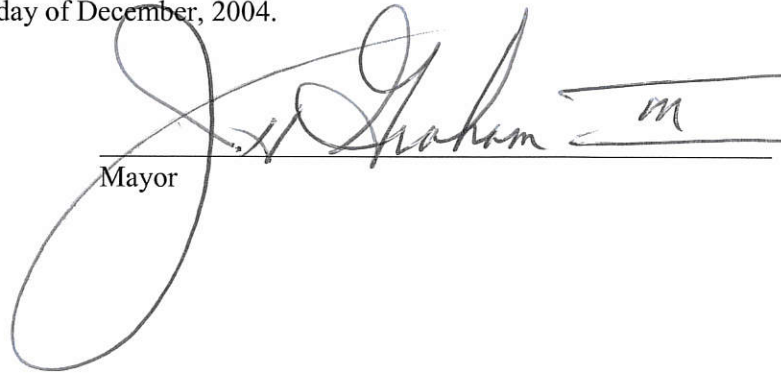
5. Appointment of Board of Directors. The Governing Body hereby appoints the following persons as the initial Board of Directors of the Authority for the terms of office opposite their respective names, commencing on the date the Certificate of Incorporation is filed with the Secretary of State of Tennessee:

<u>Director</u>	<u>Length of Term</u>
Thomas E. Looney	2 Years
Cosby Stone	2 Years
H. Dean Bennett	4 Years
Johnny Wayne Presley	4 Years
Lillian Fox	4 Years
Kirk Tollett	6 Years
Joe M. Looney	6 Years



6. Other Documents. The Governing Body hereby authorizes and directs the Mayor and City Recorder, or either of them to execute and deliver and to make such certifications as shall be deemed necessary and advisable in connection with the formation of the Authority.

Adopted and approved this 14<sup>th</sup> day of December, 2004.

  
\_\_\_\_\_  
Mayor

ATTEST:

  
\_\_\_\_\_  
City Clerk

STATE OF TENNESSEE        )  
COUNTY OF CUMBERLAND)

I, Sally Oglesby, hereby certify that I am the duly qualified and acting City Clerk of the City of Crossville, Tennessee, and as such official I further certify that attached hereto is a copy of excerpts from the minutes of the meeting of the governing body of said Municipality held on December 14, 2004; that these minutes were promptly and fully recorded and are open to public inspection; that I have compared said copy with the original minute record of said meeting in my official custody; and that said copy is a true, correct and complete transcript from said original minute record insofar as said original record relates to the formation of The Public Building Authority of the City of Crossville, Tennessee.

WITNESS my official signature and seal of said county on this the 14<sup>th</sup> day of December



*Sally Oglesby*  
\_\_\_\_\_  
City Clerk

**EXHIBIT A**

**FORM OF APPLICATION TO FORM THE PUBLIC  
BUILDING AUTHORITY OF THE CITY OF  
CROSSVILLE, TENNESSEE**

**BY-LAWS**  
**OF**  
**THE PUBLIC BUILDING AUTHORITY**  
**OF THE CITY OF CROSSVILLE, TENNESSEE**

ARTICLE I

Name, Location and Seal

Section 1. The name of the corporation shall be The Public Building Authority of the City of Crossville, Tennessee.

Section 2. The address of the principal office of this corporation in the State of Tennessee is 99 Municipal Avenue, Crossville, Tennessee.

Section 3. The corporation shall not be required to have a seal. If the corporation does have a seal, the seal of the corporation shall be circular in form and mounted upon a metal dye, suitable for impressing same upon paper. The words "THE PUBLIC BUILDING AUTHORITY OF THE CITY OF CROSSVILLE, TENNESSEE" shall appear thereon.

ARTICLE II

Meetings of the Board of Directors

Section 1. The Board of Directors' meetings shall be held at the Municipal Building, 99 Municipal Avenue, Crossville, Tennessee, or at such other place as may from time to time be designated by the Chairman of the Board of Directors.

Section 2. Regular meetings shall be held at such times as may be determined by the Board of Directors. Special meetings may be called by the Chairman of the Board of Directors or any two directors, by giving five days' notice to each director. Notice shall be deemed given when delivered in person or when deposited in the United States Mail, postage prepaid, addressed to each director at such director's address of record as maintained by the Secretary of the corporation.

Section 3. The annual meetings of the Board of Directors of the corporation shall be held at the Municipal Building, 99 Municipal Avenue, Crossville, Tennessee, or at such other place as may from

time to time be designated by the Board of Directors. Such annual meetings shall be held on the first Monday in May or such other date as is established by a majority of the Board of Directors beginning with the year 2005. A notice setting out the time and place of such annual meeting shall be mailed, postage prepared, to each member of the Board of Directors, at least five days prior to the annual meeting.

Section 4. A majority of the whole Board of Directors shall constitute a quorum for the transaction of any business. Unless a greater number or percentage is required by these by-laws, or otherwise by state law, the vote of a simple majority of the Directors present at any meeting at which a quorum is present shall be the action of the Board of Directors.

Section 5. Public notice of all meetings, whether annual, regular or special, of the Board of Directors, shall be given in accordance with applicable law.

Section 6. Any action required or permitted by the Act (as defined herein) to be taken at a Board of Directors meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each director, indicating the director's vote or abstention on the action, which consents shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. Copies of such consent actions shall be provided forthwith to each director.

### ARTICLE III

#### Board of Directors

Section 1. The corporation shall have a Board of Directors which shall consist of seven persons, all of whom shall be duly qualified electors of and taxpayers in the City of Crossville, Tennessee. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in and about performance of their duties hereunder. No director shall be an officer or employee of the City of Crossville, Tennessee. The directors shall be appointed by the Mayor

and confirmed by the City Council of the City of Crossville, Tennessee, and they shall be so elected that they shall hold office for staggered terms. The current directors elected and their terms of office are as follows:

<u>NAME</u>	<u>TERM EXPIRING</u>
Thomas E. Looney	December 30, 2006
Cosby Stone	December 30, 2006
H. Dean Bennett	December 30, 2008
Johnny Wayne Presley	December 30, 2008
Lillian Fox	December 30, 2008
Kirk Tollett	December 30, 2010
Joe M. Looney	December 30, 2010

Upon the expiration of the terms of the directors named above, the terms of all directors shall be six years; provided, that if at the expiration of any term of office of any director a successor thereto shall not have been elected, then said director shall hold over until a successor shall have been elected and qualified.

Section 2. Vacancies in the Board of Directors by reason of death, resignation or other cause shall be appointed by the Mayor of the City of Crossville, Tennessee, and confirmed by the City Council of the City of Crossville, Tennessee, and such director shall hold office for the unexpired term with respect to which such vacancy occurred.

Section 3. The directors shall have the general management and control of the business affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the statutes of the State of Tennessee, including Sections 12-10-101 et seq., Tennessee Code Annotated (the "Act"), the Certificate of Incorporation of the corporation, and these by-laws.

#### ARTICLE IV

Section 1. The officers of the corporation shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as the board shall from time to time deem necessary or desirable. The offices of Secretary and Treasurer may be held by the same person.

Section 2. The initial officers of the corporation shall be elected by the Board of Directors at its first meeting or as soon thereafter as may be convenient. Each initial officer shall hold office until the first annual meeting of the Board of Directors and thereafter until his or her successor has been duly elected and qualified. Subsequent officers of the corporation shall be elected at the annual meeting of the Board of Directors. Each such officer shall be elected for a one-year term but shall continue to hold office until his or her successor has been duly elected and qualified.

Section 3. The Chairman shall preside at all meetings of the directors and discharge all the duties which devolve upon a presiding officer, and perform such other duties as may be prescribed by the Board of Directors.

Section 4. The Vice-Chairman shall perform such duties as may be assigned to him or her. In the case of the death, disability or absence of the Chairman, the Vice Chairman shall perform and be vested with all the duties and powers of the Chairman.

Section 5. The Secretary shall keep the record of the minutes of the proceedings in each meeting. The Secretary shall have custody of all books, records, and papers of the corporation, except such as shall be in charge of the Treasurer or such other person or persons authorized to have custody and possession thereof by a resolution of the Board of Directors.

Section 6. The Treasurer shall keep account of all money received and disbursed and shall deposit same with a bank or trust company which is a member of the Federal Deposit Insurance Corporation.

Section 7. Other officers shall perform such duties as shall be designated by the Board of Directors.

Section 8. Each of such officers may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 9. If any office becomes vacant for any reason, the Board of Directors may choose a successor who shall hold office for the unexpired term of such office.

#### ARTICLE V

##### Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the certificate of incorporation or under the provisions of the law under which this corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE VI

##### Amendments

These by-laws may be amended by a majority vote of the Board of Directors at any annual meeting or at any special meeting called for that purpose.



**APPLICATION TO FORM**  
**THE PUBLIC BUILDING AUTHORITY**  
**OF THE CITY OF CROSSVILLE, TENNESSEE**

The undersigned do hereby certify that each of them is a duly qualified elector of the City of Crossville, Tennessee (the "City"), and do hereby make this application to the City Council of the City (the "Governing Body"), as follows:

WHEREAS, the Public Building Authorities Act of 1971, as amended, codified as Sections 12-10-101 et seq., Tennessee Code Annotated (the "Act"), provides for the formation of a public building authority of a Tennessee municipality for the purposes, among others, of constructing, acquiring, improving, repairing, renovating, extending, equipping, furnishing, operating, maintaining and managing one or more "projects," as such term is defined in the Act, including the power to demolish existing structures, as provided in the Act; borrowing funds to carry out any of its purposes and powers with respect to any such project or projects and the lending of funds for any such purpose; and the lending of funds to municipal corporations in Tennessee, including Tennessee cities, counties and utility districts, for the purpose of financing any undertaking that is eligible to be financed by bonds, notes, interim certificates or other obligations issued pursuant to law by any such municipal corporation, the State of Tennessee or any agency, authority, branch, bureau, commission, corporation, department, or instrumentality thereof and execution of loan agreements and leases with such municipal corporations in connection with such lending of funds; and

WHEREAS, the undersigned have found and determined that it is wise, expedient, necessary and advisable and in furtherance of such goals that The Public Building Authority of the City of Crossville, Tennessee (the "Authority") be formed as provided by the Act.

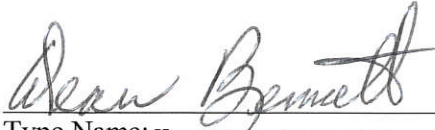
NOW, THEREFORE, it is the intention of the undersigned to submit this Application to the Governing Body for the purpose of seeking the permission of the Governing Body to apply for the incorporation of the Authority, pursuant to Section 12-10-104, Tennessee Code Annotated, as follows:

1. Permission of Governing Body. The undersigned hereby seek the permission of the Governing Body to apply for the incorporation of the Authority and request that the Governing Body proceed to consider such application at a meeting duly and regularly called and held.

2. Resolution. The undersigned hereby request that the Governing Body at such meeting duly adopt one or more resolutions in which (a) the Governing Body finds and determines that it is wise, expedient, necessary and advisable that the Authority be formed; (b) the Governing Body authorizes the undersigned to proceed to form the Authority; (c) the Governing Body approves the form of the certificate of incorporation proposed to be used in organizing the Authority, in the form attached hereto as Exhibit A; and (d) and the Governing Body appoints the initial Board of Directors of the Authority.

3. Filing of Certificate of Incorporation. Upon the adoption of such resolution by the Governing Body, the undersigned shall execute, acknowledge and file said Certificate of Incorporation for the Authority as provided in the Act.

IN WITNESS WHEREOF, pursuant to the Act, the undersigned have duly executed this Application on this 14<sup>th</sup> day of December, 2004, and respectfully submit it to the Governing Body for its consideration.



Type Name: H. Dean Bennett  
Type Address: 236 Miller Ave.  
Crossville, TN 38555



Type Name: Kirk Tollett  
Type Address: 82 Volunteer Court  
Crossville, TN 38555



Type Name: Joe M. Looney  
Type Address: P. O. Box 1250  
Crossville, TN 38557

STATE OF TENNESSEE )

COUNTY OF CUMBERLAND)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, H. DEAN BENNETT, the within named bargainer, 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.

WITNESS my hand and seal, at office in CROSSVILLE, Cumberland County, Tennessee, this 14<sup>th</sup> day of DECEMBER, 2004.

  
Notary Public

My Commission Expires:

3/14/05

STATE OF TENNESSEE )

COUNTY OF CUMBERLAND)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, KIRK TOLLETT, the within named bargainor, 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.

WITNESS my hand and seal, at office in CROSSVILLE, Cumberland County, Tennessee, this 14<sup>th</sup> day of DECEMBER, 2004.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

3/14/05

STATE OF TENNESSEE )

COUNTY OF CUMBERLAND)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, JOE M. LOONEY, the within named bargainor, 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.

WITNESS my hand and seal, at office in CROSVILLE, Cumberland County, Tennessee, this 14<sup>th</sup> day of DECEMBER, 2004.

  
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Notary Public

My Commission Expires:

3/14/05