

RESOLUTION 12-13

A RESOLUTION ACCEPTING AN APPLICATION SEEKING TO FORM A HEALTH, EDUCATIONAL AND HOUSING FACILITY BOARD OF THE CITY OF WHITE HOUSE, TENNESSEE, FINDING AND DETERMINING THAT SUCH BOARD BE FORMED, AUTHORIZING THE PERSONS MAKING SUCH APPLICATION TO PROCEED TO FORM SUCH BOARD, AND APPROVING THE FORM OF THE CERTIFICATE OF INCORPORATION OF SUCH BOARD.

WHEREAS, Sections 48-101-301 *et seq.*, Tennessee Code Annotated (the "Act"), provides for the formation of a health, educational and housing facility corporation of a Tennessee city or 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, 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

WHEREAS, a written Application seeking permission to apply for the incorporation of a health, educational and housing facility corporation for the City of White House, Tennessee (the "Municipality") pursuant to the Act has been filed with the Board of Mayor and Aldermen (the "Governing Body") of the Municipality; and

WHEREAS, it is the intention of the Governing Body to adopt this resolution to grant such permission pursuant to 48-101-302 of the Act.

NOW, THEREFORE, BE IT RESOLVED by the Board of Mayor and Aldermen of the City of White House, Tennessee, as follows:

1. Acknowledgment of Application. The Governing Body hereby acknowledges receipt of an Application to Form The Health, Educational and Housing Facility Board of the City of White House, Tennessee (the "Board") pursuant to Section 48-101-302 of the Act, submitted to it by three (3) natural persons who are duly qualified electors of the Municipality. 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 Board 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 Board.

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 Board, in the form presented to this meeting and attached to the Application as an exhibit.

5. Appointment of Board of Directors. Pursuant to the Application to Form The Health, Educational and Housing Facility Board of the City of White House, Tennessee, the Governing Body hereby appoints the following persons as the initial Board of Directors of the Board to be appointed by the Governing Body 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>
WG Jones	6 Years
Ron Williams	6 Years
Walton Plummer	6 Years
Douglas R. Tate	6 Years
Robert Allen	6 Years
John D. Wilkinson	6 Years
Tim Murphy	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 Board.

Adopted and approved this 20th day of September, 2012.

Ayes:

Nays:



Michael Arnold, Mayor

ATTEST:



Amanda Priest, City Recorder

EXHIBIT A

**FORM OF APPLICATION TO FORM
THE HEALTH, EDUCATIONAL AND HOUSING FACILITY BOARD OF
THE CITY OF WHITE HOUSE, TENNESSEE**

APPLICATION TO FORM

THE HEALTH, EDUCATIONAL AND HOUSING FACILITY BOARD
OF THE CITY OF WHITE HOUSE, TENNESSEE

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

WHEREAS, Sections 48-101-301 et seq., Tennessee Code Annotated (the "Act"), provides for the formation of a health, educational and housing facility corporation 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, 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

WHEREAS, the undersigned have found and determined that it is wise, expedient, necessary and advisable and in furtherance of such goals that The Health, Educational and Housing Facility Board of the City of White House, Tennessee (the "Board") 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 Board, pursuant to Section 48-101-303, Tennessee Code Annotated, as follows:

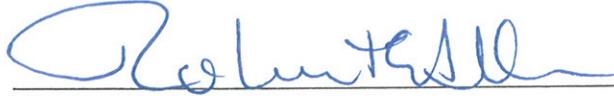
1. Permission of the Governing Body. The undersigned hereby seek the permission of the Governing Body to apply for the incorporation of the Board and request that the Governing Body proceed to consider such application at a meeting duly and regularly called and held.

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 Board be formed; (b) the Governing Body authorizes the undersigned to proceed to form the Board; (c) the Governing Body approves the form of the certificate of incorporation proposed to be used in organizing the Board, in the form attached hereto as Exhibit A; and (d) the Governing Body appoints the initial Board of Directors of the Board.

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 Board as provided in the Act.

(signature page follows)

IN WITNESS WHEREOF, pursuant to the Act, the undersigned have duly executed this Application on this 9th day of August, 2012, and respectfully submit it to the Governing Body for its consideration.



Signature

Robert Allen

Printed Name

105 College Street, White House, TN 37188

Address



Signature

John D. Wilkinson

Printed Name

105 College Street, White House, TN 37188

Address

Zini M. V. S.

Signature

Tim Murphy

Printed Name

105 College Street, White House, TN 37188

Address

STATE OF TENNESSEE)

COUNTY OF SUMNER)

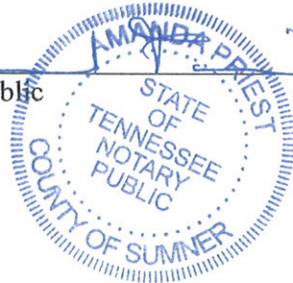
Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Robert Allen, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal, at office in White House, Sumner County, Tennessee, this 12th day of September, 2012.

My Commission Expires:

11/17/14


Notary Public



STATE OF TENNESSEE)

COUNTY OF SUMNER)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, John D. Wilkinson, 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 White House, Sumner County, Tennessee, this 10th day of September, 2012.

Notary Public



My Commission Expires:

11/17/14

STATE OF TENNESSEE)

COUNTY OF SUMNER)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Tim Murphy, 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 White House, Sumner County, Tennessee, this 10th day of September, 2012.

[Signature]
Notary Public



My Commission Expires:

11/17/14

EXHIBIT B

**CERTIFICATE OF INCORPORATION
OF
THE HEALTH, EDUCATIONAL AND HOUSING FACILITY BOARD
OF
THE CITY OF WHITE HOUSE, TENNESSEE**

Pursuant to the provisions of Sections 48-101-301, et seq., Tennessee Code Annotated (the "Act"), we, the undersigned natural persons, do hereby intend to create a health, educational and housing facility corporation pursuant to said Act and do hereby certify as follows:

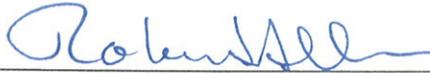
1. Each of us is a duly qualified elector of and taxpayer in the City of White House, Tennessee, and our respective names and residences are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Allen	105 College Street, White House, TN 37188
John D. Wilkinson	105 College Street, White House, TN 37188
Tim Murphy	105 College Street, White House, TN 37188

2. The name of the Board shall be "The Health, Educational and Housing Facility Board of the City of White House, Tennessee" (the "Board").
3. Permission to organize the Board has been granted by resolution duly adopted by the Board of Mayor and Aldermen of the City of White House, Tennessee on this 20th day of September, 2012.
4. The address of the Board's initial registered office is 105 College Street, White House, Tennessee 37188.
5. The name of the Board's initial registered agent is Valerie M. Webb, Webb Sanders PLLC, 2784 Highway 31W, White House, Tennessee 37188.
6. The location of the principal office of the Board is 105 College Street, White House, Tennessee 37188.
7. The purposes for which the Board is organized are to promote the health and higher education of the people of the City of White House, Tennessee, and surrounding areas, and to exercise the authority, and pursue the objectives, of a health, educational and housing facility board, as provided in the Act, it being the intention of the incorporators to make the scope of the authorized business activities of the Board as broad as permitted by the Act and other applicable Tennessee statutes.
8. The Board shall have seven (7) directors who shall be elected by the Board of Mayor and Aldermen of the City of White House, Tennessee, and all of whom shall have such other qualifications, terms and duties as provided in the Act, as heretofore or hereafter amended.
9. The duration of the Board is perpetual.
10. The Board shall not have members.

11. The Board shall be a public nonprofit corporation, public benefit corporation and public instrumentality of the City of White House, Tennessee, as provided in the Act, but shall have no power to obligate the City of White House, Tennessee in any way, as provided in the Act.
12. The Board 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.
13. Upon the dissolution of the Board, after paying or making provision for the payment of all liabilities of the Board then outstanding and unpaid, all assets of the Board shall be distributed to the City of White House, Tennessee.

We, the undersigned, do hereby subscribe to and acknowledge this Certificate of Incorporation as evidenced by our signatures below, all as of this 24th day of September, 2012.



Printed Name: Robert Allen



Printed Name: John D. Wilkinson



Printed Name: Tim Murphy

STATE OF TENNESSEE)

COUNTY OF SUMNER)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Robert Allen, 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 White House, Sumner County, Tennessee, this 20th day of November, 2012.

[Handwritten Signature]

Notary Public

My Commission Expires:

11/17/14

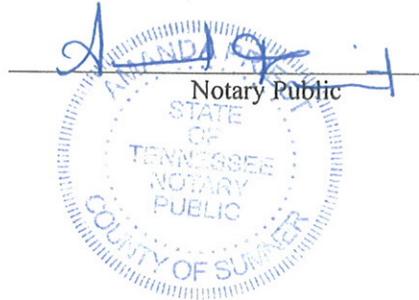


STATE OF TENNESSEE)

COUNTY OF SUMNER)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, John D. Wilkinson, 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 White House, Sumner County, Tennessee, this 7th day of November, 2012.



My Commission Expires:

11/17/14

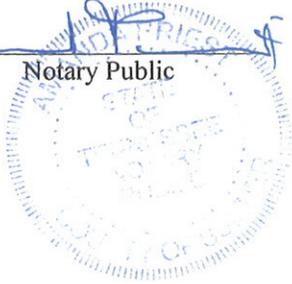
STATE OF TENNESSEE)

COUNTY OF SUMNER)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, Tim Murphy, 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 White House Sumner County, Tennessee, this 7th day of November, 2012.



Notary Public


My Commission Expires:

11/17/12