

GREATER TENNESSEE HOUSING ASSISTANCE CORPORATION

Date: March 10, 2011

To: Board of Directors

From: Tracee B. Pross, Secretary

Subject: Special Called Meeting Agenda

Proposed special called agenda for Greater Tennessee Housing Assistance Corporation's Board of Directors to be held on Monday, March 14, 2011, immediately following the special meeting of Knoxville's Community Development Corporation Board of Commissioners, at 12:00 p.m., KCDC's Main Office, Dr. Lee L. Williams Board Room, 901 N. Broadway, Knoxville, Tennessee 37917.

1. Call to Order.
2. Approval of minutes for the annual board meeting held on May 27, 2010. (attached)
3. Resolution authorizing the amendments to the organizational documents of the corporation. (attached)
4. Adjourn.

GREATER TENNESSEE HOUSING ASSISTANCE CORPORATION

ANNUAL MEETING MINUTES

The Board of Directors of Greater Tennessee Housing Assistance Corporation met in Annual Session on **May 27, 2010**, KCDC's Main Office, Dr. Lee L. Williams Board Room, 901 N. Broadway, Knoxville, Tennessee 37917.

Director Cannon declared a quorum present and called the meeting to order at 12:30 p.m. Those Directors present and absent were:

Present: Director Juanita U. Cannon
Director R. Culver Schmid
Director David Hutchins

Director Cannon asked for a motion to approve the special minutes of the February 25, 2010 meeting. **Director Hutchins made the motion to approve the minutes. Director Schmid seconded the motion and all Directors present voted "Aye."**

Director Cannon asked for a motion to elect officers. **Director Schmid made the motion that the following officers be elected:**

President: Alvin J. Nance
Vice President: Arthur W. Cate, Jr.
Secretary/Treasurer: Tracee B. Pross

Director Hutchins seconded the motion and all Directors present voted "Aye."

With no more business to come before the Board, the meeting adjourned at 12:35 p.m.

Alvin J. Nance, President

ATTEST:

Tracee B. Pross, Secretary

RESOLUTION NO. 2010-__

**A RESOLUTION OF THE BOARD OF DIRECTORS OF GREATER TENNESSEE
HOUSING ASSISTANCE CORPORATION RELATING TO AMENDMENTS TO
THE ORGANIZATIONAL DOCUMENTS OF THE CORPORATION**

WHEREAS, the Board of Directors of Greater Tennessee Housing Assistance Corporation ("GTHAC") has met pursuant to proper notice; and

WHEREAS, GTHAC has been organized pursuant to Sections 13-20-101 *et seq.*, Tennessee Code Annotated, as an instrumentality of Knoxville's Community Development Corporation ("KCDC"); and

WHEREAS, Knoxville's Community Development Corporation ("KCDC") is the housing, redevelopment and urban renewal authority of the City of Knoxville, Tennessee (the "Municipality") and is duly incorporated pursuant to Sections 13-20-101 *et seq.*, Tennessee Code Annotated; and

WHEREAS, pursuant to Article XII of GTHAC's Bylaws, the Bylaws may be altered, amended or repealed by an affirmative vote of two-thirds of the Directors present at any special or regular meeting; and

WHEREAS, the Board of Directors deems it to be in the best interest of GTHAC to amend the Charter of GTHAC for purpose of confirming that GTHAC has no members and that KCDC has the authority to approve all amendments of the charter of GTHAC, all as set forth in the Articles of Amendment attached hereto as Exhibit A; and

WHEREAS, the Board of Directors desires to authorize the officers of GTHAC to enter into such documentation as is necessary to evidence the foregoing (the "Corporate Documents").

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF GREATER
TENNESSEE HOUSING ASSISTANCE CORPORATION:**

RESOLVED, that the President or the Vice President of GTHAC is hereby authorized and directed to execute, and, where requested, the Secretary or Assistant Secretary is authorized to attest, and/or any other officer of GTHAC, acting alone or in combination with one another (individually and collectively the "Authorized Officers"), is (are) hereby authorized and empowered to execute and record or file, as applicable, the Corporate Documents and any and all other instruments, documents and agreements deemed necessary or desirable by the Authorized Officers in order to evidence and perform the parties' obligations thereunder, all in the form approved by the Authorized Officers executing same, the execution of same by such Authorized Officers to constitute conclusive evidence of the approval of same; and, further

RESOLVED, that it is in the best interest of GTHAC to enter into the Corporate Documents; and, further,

RESOLVED, that any and all other actions heretofore taken on behalf of GTHAC by the Authorized Officers to execute and deliver any of the agreements, documents or instruments authorized by the foregoing resolutions, or to take any of the other actions authorized by the foregoing resolutions, and all acts of the Authorized Officers that are in conformity with the purposes and intent of these resolutions, are hereby approved, ratified and confirmed in all respects.

EXHIBIT A

**ARTICLES OF AMENDMENT TO THE CHARTER
OF
GREATER TENNESSEE HOUSING ASSISTANCE CORPORATION**

Pursuant to the provisions of Section 48-60-101 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Greater Tennessee Housing Assistance Corporation.
2. The Tennessee Secretary of State control number for said corporation is 000120432.
3. The charter of the corporation is amended deleting the current Article VI and substituting the following lieu therefor:

ARTICLE VI – MEMBERS

The corporation is an instrumentality of Knoxville's Community Development Corporation, a housing authority organized under Tennessee Code Annotated §§ 13-20-101 *et seq.* (the "Housing Authorities Law") formed for the purpose of exercising certain powers conferred upon Knoxville's Community Development Corporation by the Housing Authorities Law as delegated by Knoxville's Community Development Corporation from time to time. The corporation shall not have members.

4. The charter of the corporation is amended by deleting the current Article X and substituting the following in lieu therefor:

ARTICLE X – AMENDMENTS

The Articles of Organization of the corporation shall not be amended without the prior approval of the Housing Authority, or its successors or designee.

5. The amendment was duly adopted on March 14, 2011 by the Directors of the corporation.
6. These Articles of Amendment shall become effective upon the filing by the Tennessee Secretary of State.

March 14, 2011

**GREATER TENNESSEE HOUSING
ASSISTANCE CORPORATION**

By: _____,
_____, President