

2142 1331

RECEIVED  
STATE OF TENNESSEE

91 APR 10 PM 1:50

CHARTER OF

CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION

BRYANT HILLSAPS  
SECRETARY OF STATE

The undersigned, being qualified to act as an incorporator, adopts the following charter for the purpose of organizing a not-for-profit corporation under the Tennessee Nonprofit Corporation Act:

1. The name of the corporation is:  
Central High School Alumni and Supporters Association
2. This corporation is a mutual benefit corporation.
3. This corporation is not a religious corporation.
4. The initial registered office of the corporation shall be: Central High School, 5728 Highway 58, Harrison, Tennessee, 37341, Hamilton County, and its initial registered agent at that office is Jeanette Crawley.
5. The name of the incorporator is Jerry H. Summers and the address is 500 Lindsay Street, Chattanooga, Tennessee 37402-1490.
6. The street address and zip code of the principal office of the corporation is:  
5728 Highway 58  
Harrison, Tennessee 37341
7. The corporation is not for profit.
8. The corporation will have members.
9. The purposes for which this corporation is organized are as follows:
  - a) The corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes and to further and promote the welfare and interests of the students at

2142 1332

91 APR 10 PM 4:50  
BRYANT HILLIARD  
SECRETARY OF STATE

Center 1 High School, Harrison, Tennessee.

Notwithstanding the other provisions of this Charter, the corporation shall only conduct or carry on activities permitted to be conducted or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code and its Regulations.

c) The purposes for which the organization is organized are exclusively within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

10. As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or later conferred upon corporations not for profit by the laws of the State of Tennessee, limited in certain respects as follows:

a) The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(7) of the Internal Revenue Code of 1986, or (2) cause it to lose such exemption.

b) The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

c) Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent

APR 10 1963

91 APR 10 PM 4:50

SECRETARY OF STATE

participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

d) The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Tennessee, or any restrictions or limitations under federal law.

e) The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Tennessee concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Tennessee.

f) But if this corporation shall undertake to do any of the things set forth above in any state other than Tennessee, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

11. Upon the dissolution of the corporation, the assets of the corporation shall be distributed to its members; provided,

21 12 13 34

91 APR 10 11:50  
BRYANT W. SAPP  
SECRETARY OF STATE

however, that no part of the net earnings of the corporation shall inure to the benefit of any such member.

12. No director of the corporation shall incur any personal liability to the corporation or its members for monetary damages for any breach of his or her fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director:

a) for any breach of the director's duty of loyalty to the corporation or its members;

b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

c) for any unlawful distribution under Tennessee Code Annotated 48-58-304.

d) It is intended that these provisions provide for limitation of liability of the directors to the fullest extent permitted by law.

13. a) Any director or officer shall be entitled to indemnification or to advancement of expenses incurred by him in connection with any proceeding to which he is a party because he is or was a director or an officer of the corporation, arising out of his status as a director or officer; provided, however, that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes his liability:

RECEIVED  
STATE OF TENNESSEE  
91 APR 10 PM 1:50  
BRYANT HILLS SOPS  
SECRETARY OF STATE

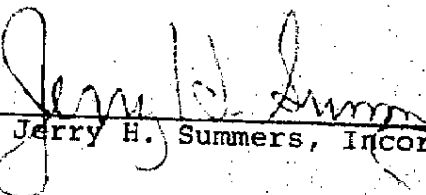
- 1) for any breach of the duty of loyalty to the corporation or its members;
- 2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- 3) for any unlawful distribution under Tennessee Code Annotated 48-58-304.

b) It is intended that these provisions provide for indemnification and advancement of expenses of the directors and officers to the fullest extent permitted by law.

14. The provisions of this Charter are subject to amendment as provided under the laws of the State of Tennessee; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

15. All references in this Charter to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

Executed April 8, 1991.

  
Jerry H. Summers, Incorporator

2279 1580  
2274 0537

91 SEP 23 AM 10:01

ARTICLES OF AMENDMENT TO THE CHARTER OF  
CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION

RECEIVED  
STATE OF TENNESSEE  
91 OCT 22 PM 2:14  
BRYANT HILLSAPS  
SECRETARY OF STATE

Pursuant to the provisions of Section 48-60-105 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: Central High School Alumni and Supporters Association.

2. The text of each amendment adopted is: Articles 9, 10, and 11 of the Charter of the corporation are deleted in their entirety and replaced with the following:

9. The purposes for which this corporation is organized are as follows:

(a) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) Specifically, this corporation is organized and is to be operated to support Central High School in Harrison, Hamilton County, Tennessee.

10. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

2279 1551  
2274 0538

RECEIVED  
STATE OF TENNESSEE  
91 OCT 12 PM 2:15  
BRYAN HARRIS  
SECRETARY OF STATE

91 OCT 23 1978

payments and distributions in furtherance of the purposes set forth in article 9 hereof. No substantial part of the activities of this corporation shall be expended on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

11. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine,

22.74 0539

which are organized and operated exclusively for purposes.

RECEIVED  
STATE OF TENNESSEE  
91 OCT -2 PM 2:15  
BRYANT MILLSAPS  
SECRETARY OF STATE

3. The amendment was duly adopted on August 12, 1991 by the Board of Directors without member approval, as such approval not required, and without the approval by any other person or person pursuant to Tennessee Code Annotated Section 48-60-301, as such approval was not required.

CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION

By: Jerry H. Summers  
Jerry H. Summers, President