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CHARTER
OF
THE ART GUILD AT FAIRFIELD GLADE

The undersigned person under the Tennessee Non-Profit Corporation Act adopts the following Charter for the above listed corporation.

1. The name of the corporation is **THE ART GUILD AT FAIRFIELD GLADE.**
2. This corporation is a public benefit corporation.
3. This corporation is not a religious corporation.
4. (a) The complete address of the corporation's initial registered office in Tennessee is 128 Wilshire Heights Drive, Fairfield Glade, Cumberland County, Tennessee 38558.

(b) The name of the initial registered agent is Carol E. Papo, 128 Wilshire Heights Drive, Fairfield Glade, Cumberland County, Tennessee 38558.
5. The name and complete address of the Incorporator is Carol E. Papo, 128 Wilshire Heights Drive, Fairfield Glade, Cumberland County, Tennessee 38558.
6. The complete address of the corporation's principal office is 128 Wilshire Heights Drive, Fairfield Glade, Cumberland County, Tennessee 38558.
7. This corporation is a non-profit corporation.
8. This corporation will have members.
9. Subject to the provisions of paragraphs 10 and 11, the purpose of the corporation shall be to engage in any lawful business and activity in which non-profit corporations may engage in the State of Tennessee.
10. The purposes for which the corporation are organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall also be authorized to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of the directors, officers, trustees, members, volunteers, or other private persons, except as permitted under the Tennessee Nonprofit Corporation Act and the Internal Revenue Code of 1986 L9L
11. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from Federal Income taxation under 501(a) of the Code as an organization described in Section 501(c)(3) of the Code to which contributions are deductible under Section 170(c)(2) of the Code and which is other than a private foundation as defined in Section 509 of the Code. The corporation's Charter and By-laws shall be construed accordingly and all powers and activities of the corporation shall be limited accordingly. References in this Charter to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended and to the corresponding provisions of any similar law subsequently enacted.



12. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, trustees, members, volunteers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

13. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication 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 by (1) a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

14. No director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except as provided in Tennessee Code Annotated §48-52-102(b)(3)(A)(B)(C). The foregoing shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this paragraph becomes effective. The corporation shall have the power and authority to indemnify a director, officer, employee, or agent of the corporation to the fullest extent provided by law.

15. Upon dissolution, liquidation, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, after paying or making provisions for the payment of all liabilities of the corporation, the residual assets of the corporation shall be distributed to an organization qualified under 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code, or shall be distributed to a state or local government entity exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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, which are organized and operated exclusively for such purposes.

16. The initial Executive Board of the corporation shall consist of the following named persons, whose initial term in office shall be as specified below:

<u>Name and Address of Director</u>	<u>Term</u>
Nancy Hamm, President 143 Canterbury Drive Fairfield Glade, TN 38558	1 year commencing on 1/1/04
Donna Slinkard, 1 st Vice-President 145 Forestview Drive Fairfield Glade, TN 38558	1 year commencing on 1/1/04
Joyce Brady, 2 nd Vice-President 10 Creigmont Lane Fairfield Glade, TN 38558	1 year commencing on 1/1/04
Valerie Vajdik, Secretary 64 Inwood Terrace Fairfield Glade, TN 38558	1 year commencing on 1/1/04



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Name and Address of Director

Term

Cal Davis, Treasurer
122 Trentwood Drive
Fairfield Glade, TN 38558

5/18/04 to 12/31/04

Audrey Paul, Past President
155 Dovenshire Drive
Fairfield Glade, TN 38558

1 year commencing on 1/1/04

17. The initial Advisory Board of Trustees of the corporation shall consist of the following named persons, whose initial term in office shall be as specified below:

Name and Address of Member

Term

Mayor J.H. Graham, III
P. O. Box 1176
Crossville, TN 38557

3 years commencing on 7/1/04

Carol E. Papo
181 Snead Drive
Fairfield Glade, TN 38558

3 years commencing on 7/1/04

Mayor Brock Hill
2 North Main Street, Suite 203
Crossville, TN 38555

2 years commencing on 7/1/04

Billy Loggins
Director of Public Relations
Cumberland County Bank
P. O. Drawer 749
Crossville, TN 38557

2 years commencing on 7/1/04

Dr. David H. Prigg
133 Pineridge Loop
Fairfield Glade, TN 38558

1 year commencing on 7/1/04

Joe M. Looney
Attorney at Law
156 Rector Avenue
Crossville, TN 38555

1 year commencing on 7/1/04

This 16th day of June, 2004.
State of Tennessee, County of CUMBERLAND
Received for record the 02 day of
JULY 2004 at 2:23 PM. (REC# 318776)
Recorded in official records GENERAL IN
Book 1173 pages 25- 27
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 7.00, Total \$ 7.00,
Register of Deeds JUDY GRAHAM SWALLOWS
Deputy Register REGINA HODGE

Carol E. Papo

Carol E. Papo, Incorporator

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