

2524 1033
CHARTER

OF

CHRIST CHURCH PARISH

Pursuant to the provisions of Section 48-52-101, et seq, of the Tennessee Non-Profit Corporation Act, the undersigned incorporators do hereby adopt the following as the Charter of Christ Church Parish, a corporation to exist subject to the laws of the State of Tennessee:

1. The name of the corporation is: CHRIST CHURCH PARISH
2. This corporation is a public benefit corporation.
3. This is a religious corporation, and shall be governed by and accede to the Constitution and Canons, doctrines, discipline and worship of the Episcopal Church of the United States of America and the Diocese of East Tennessee.

4. (a) The complete address of the corporation's initial registered office in Tennessee is 663 Douglas Street, Chattanooga, Hamilton County, Tennessee 37403.

(b) The name of the registered agent at said office is The Reverend Jim V. Bills, Rector, or whoever holds the position of Rector of Christ Church Parish.

5. The complete address of the corporation's principal office is 663 Douglas Street, Chattanooga, Tennessee 37403.

6. The names and complete address of each incorporator are:

Blanche R. Hodge, 730 Germantown Circle, Apt. 114
Chattanooga, Tennessee 37412

Evangeline LeNoir, 2314 North Shore Acres Road,
Soddy-Daisy, Tennessee 37379

Jewell B. Cousin, 3704 Shamrock Drive, Chattanooga,
Tennessee 37406

Jeffery D. Fugate, 315 Lindsay Street, Apt. # 1,
Chattanooga, Tennessee 37403

Ruth K. Howard, 1226 Concord Road, Chattanooga,
Tennessee 37421

Joel R. King, 2203 McFarland Gap Road, Rossville,
Georgia 30741

V. Clyde Leftwich, Jr., 3305 Windsor Court,
Chattanooga, Tennessee 37411

David M. Lindsey, 17 Vista Drive, Chattanooga,
Tennessee 37411

2524 1034

Eugene O. Scrudder, 225 Greenleaf Street, Chattanooga,
Tennessee 37415

Gloria H. Slaughter, 2110 Wilson Street, Chattanooga,
Tennessee 37406

John P. Van Cleave, 500 West Brow Road, Lookout
Mountain, Tennessee 37350

7. The corporation is not for profit.
8. The corporation will have members, who shall be confirmed communicants of said Church and who are sixteen years of age or older.
9. As a means of accomplishing the purpose of which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon non-profit corporations by the laws of the State of Tennessee, including, but not by way of limitation, those enumerated in Sections 48-53-102 and 48-53-103 of the Tennessee Code Annotated (Official Edition), and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law.

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)(3) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status.

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

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)(3) of the Internal Revenue Code and its Regulations and by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations so long as they may be in effect.

2517 1142
2524 1035

RECEIVED
STATE OF TENNESSEE
92 JUL 31 AM 10:13
DRYAN HALL SAPS
SECRETARY OF STATE

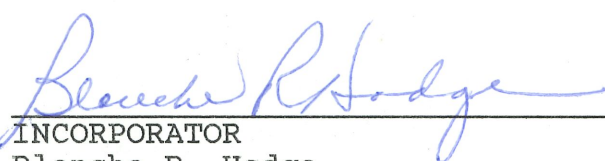
RECEIVED
STATE OF TENNESSEE
92 AUG 11 AM 1:55
DRYAN HALL SAPS
SECRETARY OF STATE

10. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations of or approved by the Episcopal Church which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code.

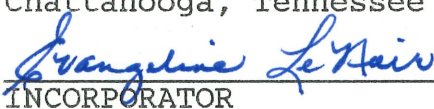
11. Directors of the corporation shall be exempt from all personal liability to the corporation or any other person or entity for any alleged or actual breach of fiduciary duty and all other sources of potential liability to the full extent permitted by law under T.C.A. §48-5-102, §48-58-601 and all subsequent enactments by state or federal authorities providing immunity or limited liability for directors of non-profit corporations.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for the Charter of Incorporation for the purposes declared in the foregoing instrument.

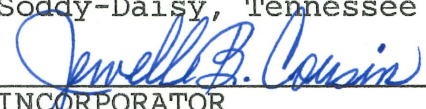
This Charter was adopted by the incorporators at a meeting on the 21st day of July, 1992 and will take effect when filed.



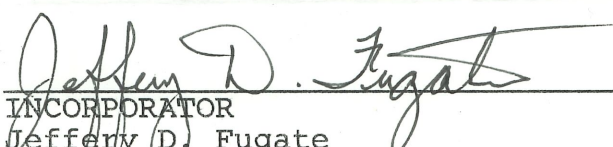
INCORPORATOR
Blanche R. Hodge
730 Germantown Circle, Apt. 114
Chattanooga, Tennessee 37412




INCORPORATOR
Evangeline LeNoir
2314 North Shore Acres Road,
Soddy-Daisy, Tennessee 37379



INCORPORATOR
Jewell B. Cousin
3704 Shamrock Drive
Chattanooga, Tennessee 37406



INCORPORATOR
Jeffery D. Fugate
315 Lindsay Street, Apt. # 1
Chattanooga, Tennessee 37403



INCORPORATOR
Ruth K. Howard
1226 Concord Road
Chattanooga, Tennessee 37421

RECEIVED
STATE OF TENNESSEE
92 JUL 31 AM 11:13
BRYANT HILLSAPS
SECRETARY OF STATE

2517 1143

BOOK 4026 PAGE 662

2524 1036

RECEIVED
STATE OF TENNESSEE
92 AUG 11 PM 1:56
BRYANT HILLSAPS
SECRETARY OF STATE

Joel R. King

INCORPORATOR
Joel R. King
2203 McFarland Gap Road
Rossville, Georgia 30741

V. Clyde Leftwich, Jr.

INCORPORATOR
V. Clyde Leftwich, Jr.
3305 Windsor Court
Chattanooga, Tennessee 37411

David M. Lindsey

INCORPORATOR
David M. Lindsey
17 Vista Drive
Chattanooga, Tennessee 37411

Eugene O. Scrudder

INCORPORATOR
Eugene O. Scrudder
225 Greenleaf Street
Chattanooga, Tennessee 37415

Gloria H. Slaughter

INCORPORATOR
Gloria H. Slaughter
2110 Wilson Street
Chattanooga, Tennessee 37406

John P. Van Cleave

INCORPORATOR
John P. Van Cleave
500 West Brow Road
Lookout Mountain, Tennessee 37350

085261

SARAH P. DEFRIESE
REGISTER
HAMILTON COUNTY
STATE OF TENNESSEE

92 AUG 17 PM 12 44

BY: *Sarah De Friese*
DEPUTY

RECPT. # *557079*

08/17/92 MISC

5.00

**5.00 8