

CHARTER

OF

BAPTIST CHURCH

The undersigned person under the Tennessee Nonprofit Corporation Act (hereinafter referred to as the "Act") adopts the following charter for the above listed corporation:

1. The name of the corporation is: _____ **Baptist Church**
2. (a) This corporation is a public benefit corporation.
(b) This corporation is a religious corporation organized and operated primarily for religious purposes.
3. (a) The complete address of the corporation's initial registered office in Tennessee is: _____, _____, Tennessee _____, County of _____.
(b) The name of the initial registered agent, to be located at the address listed in 3(a) is: _____.
4. The name and complete address of each incorporator is:

5. The complete address of the corporation's principal office is: _____, _____, Tennessee _____, County of _____.
6. This corporation will exist perpetually unless dissolved in the manner prescribed by law.
7. (a) The corporation is not for profit.
(b) The corporation will have members as provided for in the Bylaws.
8. The corporation shall have all general powers possessed by corporations organized under the Act, including all powers necessary or convenient to effect any or all of the corporate purposes determined by its members.

9. Upon dissolution and unless otherwise agreed upon by the membership of the corporation at that time, the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation (or the net proceeds from the sale of same) by distributing such as follows:

If the then membership of the corporation approves otherwise, then such assets shall be distributed exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax laws (hereinafter referred to as the "Code"), as the members of the corporation shall determine. In default of the previous options by the membership, any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, in accordance herewith; provided that such disposition shall be exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

or

Upon dissolution and unless otherwise agreed upon by the membership of the corporation at that time, the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation by distributing such assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any later federal tax laws (hereinafter referred to as the "Code"), as the members of the corporation shall determine. In default of the previous options by the membership, any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, in accordance herewith; provided that such disposition shall be exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

10. The corporation is organized primarily for religious purposes, but is also organized for charitable and educational purposes, including, without limitation, the making of distributions in furtherance of such purposes or to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
11. Notwithstanding any other provision of this Charter, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to

which are deductible under Section 170(c)(2) of the Code and shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

12. (a) This Charter may be amended at any time or times upon the affirmative vote of _____ (_____) *of the members of the corporation entitled to vote (as determined by the Bylaws)* who are present in person and voting at a regular meeting of the members or any special meeting of the members called for that purpose, provided (i) that the quorum requirements have been satisfied, (ii) that no amendment shall authorize action in any manner or for any purpose contrary to the provisions of §501(c)(3) of the Code or the laws of the State of Tennessee, (iii) *that the proposed amendment has been presented in writing at a previous regular business meeting, and (iv) copies of the proposed amendment(s) are made available in written form to the membership at regular scheduled services during the interim period between the meeting of first presentation and the meeting for vote.* Unless otherwise specifically provided herein or in the Bylaws, all other questions shall be determined by a majority vote of the members of the corporation entitled to vote (as determined by the Bylaws) present in person and voting at any such meeting (provided that the quorum requirements have been satisfied).
- (b) At least _____ (number or percentage) (____) of the members entitled to vote on a matter (as determined in the Bylaws) must be present at a meeting (regular or special) of the members of the corporation to constitute a quorum. Once a quorum has been established for any meeting (regular or special) of the members of the corporation, then a quorum shall be deemed to continue throughout said meeting whether or not there remains present at said meeting enough members to satisfy said quorum requirement.
13. (a) (i) Pursuant to §48-52-102(b)(3) of the Act, as amended or modified from time to time, a trustee of the corporation shall not be personally liable to the corporation for monetary damages or breach of his fiduciary duty as a trustee; provided, that this provision shall not eliminate or limit the liability of a trustee (a) for any breach of the trustee's duty of loyalty to the corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) for unlawful distributions pursuant to §48-58-304 of the Act.
- (ii) Pursuant to §§48-58-301 and 48-58-403 of the Act, no trustee or officer of the corporation shall be liable for any action taken as a trustee or an officer or any failure to take any action, if said trustee or officer performed the duties of his or her office in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner said trustee or officer reasonably believed to be in the best interest of the corporation, and in compliance with the standards of conduct set forth in §§48-58-301 and 48-58-403 of the Act, as amended or modified from time to time.
- (iii) To the fullest extent permitted by the provisions of §§48-58-501, **et seq.**, of the

Act, as amended or modified from time to time, this corporation shall indemnify an individual made a party to a proceeding because he or she is or was a trustee against liability incurred in the proceeding if (a) said individual conducted himself in good faith and (b) said individual reasonably believed: (i) in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and (ii) in all other cases, that his conduct was at least not opposed to its best interests; and (c) in the case of any criminal proceeding, said individual had no reasonable cause to believe his conduct was unlawful. The termination of proceeding by judgment, order, settlement, conviction, or upon a plea of **nolo contendere** or its equivalent shall not, of itself, be determinative that the trustee did not meet the standard of conduct previously set forth in this Paragraph. The corporation will not indemnify a trustee in connection with a proceeding by or in the right of the corporation in which the trustee was adjudged liable to the corporation, or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. The corporation shall pay for or reimburse the reasonable expenses, including reasonable attorneys' fees, incurred by a trustee who is a party to a proceeding in advance of final disposition of the proceeding if (a) the trustee furnishes the corporation a written affirmation of his good-faith belief that he has met the standard of conduct previously set forth herein and in § 48-58-502 of the Act, (b) the trustee furnishes the corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he is not entitled to indemnification, and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law of the State of Tennessee then in effect. The indemnification and advancement of expenses will be undertaken in accordance with §48-58-501, **et seq.**, of the Act.

(iv) To the fullest extent permitted by the provisions of §48-58-507 of the Act, as amended or modified from time to time, this corporation shall indemnify and advance expenses to an officer to the same extent as to a trustee.

(b) Notwithstanding the above and since the corporation is exempt from federal income taxation under §501(c)(3) of the Code, each trustee of the corporation in accordance with the intent of §§48-58-601 (b) and (c) of the Act, shall be immune from suit arising from the conduct of the affairs of the corporation, provided that said trustee's conduct does not amount to willful, wanton, or gross negligence.

(c) Any repeal or modification of this Paragraph 13 by the members of the corporation shall not adversely affect any right or protection of a trustee or officer of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

14. All words used herein referring to the masculine, feminine, or the neuter shall include all genders, and all words used in the singular or the plural shall include the singular or the

plural, unless the context specifically requires otherwise.

15. This Charter shall be effective upon filing with the Secretary of State.

Dated this the ____ day of _____, 20__.

Incorporator:

