

**CHARTER OF INCORPORATION
OF
COMMUNITY DEVELOPMENT CENTER FOUNDATION**

The undersigned natural person or persons having capacity to contract and acting as the incorporators of a corporation under the Tennessee General Corporation Act, adopt the following charter for such corporations:

1. The name of the corporation is: COMMUNITY DEVELOPMENT CENTER FOUNDATION, INC.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be: 113 Eaglette Way, Shelbyville, Tennessee.
4. The corporation is not for profit.
5. **The mission for which the corporation is organized is:**

To collaborate with The Community Development Center, Inc. to promote its activities. The Community Development Center Foundation, Inc. will receive, hold, manage and transfer property, real or personal; manage any permanent special funds for the furtherance of charitable purposes and distribute funds to support and enhance charitable programs for which funds are not provided by federal, state and public sources.

6. **The purpose or purposes for which the corporation is organized are:**
 - (a) The corporation is formed exclusively for charitable purposes, including making distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue of 1986 or the corresponding provisions of any future tax code or laws.
 - (b) To provide financial support and funding to foster, develop, promote and operate a continuum of services and programs for developmentally challenged citizens and those at risk of developmental delays in Middle Tennessee and the surrounding community area.
 - (c) No substantial part of the corporation shall consist of the carrying on of political activity, and the corporation shall not participate in or intervene in, including the publishing or distributing of statements in any political campaign or on behalf of any candidate for public office.
 - (d) The corporation is authorized and empowered to make provisions for implementing fundraising, accepting contributions, pledges and financial commitments.
 - (e) The corporation is empowered and authorized to make application to receive, expend, or otherwise dispense of such funds, both real and personal property as may be available from Federal, State, County, Municipal or other governmental authorities, including also funds and properties which might be contributed or made available by foundations, business concerns, individuals or others; provided, however, that the expenditures and/or the disposal of such funds or properties are for the purposes which the corporation is established to perform and that adequate financial records are maintained as necessary to assure fiscal responsibility and accountability; said records being subject to audit by appropriate officials of the governmental agency making such funds available.
 - (f) No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying 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.

7. 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 public charity 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 foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

8. **Board of Trustees**

The incorporators, at the organizational meeting, shall adopt the initial bylaws of the "Corporation", which may contain any provision for the regulation and management of the business and affairs of the corporation not inconsistent with the law or this Charter. The incorporators shall appoint the board of trustees in accordance with the provision of such bylaws.

9. **Amendment**

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

10. The general powers of said corporation shall be:

- (a) To promote the objects for which the corporation was created and to this end to receive any gift, devise or bequest, to hold any personal or real property or to sell same and apply the proceeds toward the promotion of the objects of the corporation.
- (b) To borrow money to be used in payment or property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creating, and secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted.
- (c) To do any and all things in the furtherance of the purpose of the corporation not prohibited by law.
- (d) The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall accrue to any member.

11. Upon dissolution, the distribution of assets will be distributed to the Community Development Center, Inc. If the Community Development Center, Inc. is not in existence at that time or is not exempt 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.

12. **Board of Trustees Liability**

- (a) To the fullest extent of the law of the State of Tennessee as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of the Board of Trustees, no Trustee of the corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee.
- (b) The corporation shall have the power to indemnify any trustee, officer, employee, agent of the corporation, or any other person who is serving at the request of the corporation in any such capacity with another corporation, partnership, joint venture, trust, or other enterprises to the fullest extent permitted by the law of the State of Tennessee as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a trustee, officer, employee, or agent and may insure to the benefit of the heirs, executors, and administrators of such a person.

We the undersigned hereby apply to the State of Tennessee for a Charter of Incorporation for the purposes declared in the foregoing instrument.

WITNESS OUR HANDS this 24th day of January, 2006.

James L. Rogers
Claudia S. Smith
Paul D. Humphrey
Scott A. McInally
Barbara J. Boyd
Sarah W. Hume