

## 12SOUTH NEIGHBORHOOD ASSOCIATION

### CHARTER

The undersigned sole incorporator adopts this charter pursuant to the Tennessee Nonprofit Corporation Act:

1. The name of the corporation is 12South Neighborhood Association.
2. The corporation is not for profit.
3. The corporation is a public benefit corporation.
4. The corporation is not a religious corporation.
5. The corporation will have members.
6. The complete name and address of the corporation's initial registered agent and office in Tennessee is Walter Justin Adams, 222 Fourth Avenue North, Nashville, Davidson County, Tennessee 37219.
7. The name and complete address of the incorporator is Walter Justin Adams, 222 Fourth Avenue North, Nashville, Tennessee 37219.
8. The complete address of the corporation's initial principal office is 222 Fourth Avenue North, Nashville, Tennessee 37219.
9. The corporation is organized exclusively for charitable and educational 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, as amended from time to time, or the corresponding section of any future federal tax code.
10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, 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 the purposes set forth in Article 9. No substantial part of the activities of the corporation 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. 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, as amended from time to time, or the 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, as amended from time to time, or the 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, as amended from time to time, or the 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 a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

12. To the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as amended from time to time, or any corresponding future act, a director of the corporation shall not be personally liable to the corporation or third parties for monetary damages for a breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act, as amended from time to time, or the corresponding section of any future act. Any repeal or amendment of this Article 12 shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment.

13. The corporation may indemnify any director, officer, employee, or 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 enterprise (including, without limitation, any employee benefit plan), to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as amended from time to time, or any corresponding future act, and such indemnification may continue as to any person who has ceased to be a director, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of such person.

14. The corporation, by action of the board of directors, notwithstanding any interest of the directors in the action, may purchase and maintain insurance, in such amounts as the board of directors deems appropriate, to protect any director, officer, employee, or 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 enterprise (including, without limitation, any employee benefit plan) against any liability asserted against or incurred by such persons in any such capacity or arising out of their status as such (including, without limitation, expenses, judgments, fines (including any excise taxes assessed on a person with respect to any employee benefit plan), and amounts paid in settlement) to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as amended from time to time, or any

corresponding future act, whether or not the corporation may or must indemnify such persons under the law or the corporation's charter, bylaws, or any contract.

15. This charter will become effective at 12:01 a.m. on January 1, 2005.

The undersigned sole incorporator executed and submitted this charter to the Secretary of State of the State of Tennessee for filing today, December 22, 2004.

12SOUTH NEIGHBORHOOD ASSOCIATION

By: \_\_\_\_\_

Walter Justin Adams

Sole Incorporator