

## CHARTER

### OF

### \_\_\_\_\_ EPISCOPAL CHURCH

The undersigned person, having capacity to contract and acting as incorporator of a corporation under the Tennessee Nonprofit Corporation Act, *Tennessee Code Annotated*, §§48-51-101, et seq. (the “Act”), adopts the following Charter for such nonprofit corporation:

**FIRST:** The name of the corporation is \_\_\_\_\_ Episcopal Church (the “Corporation”). The Corporation is the successor in interest to an unincorporated association known as \_\_\_\_\_ Episcopal Church.

**SECOND:** The address of the principal office of the Corporation is \_\_\_\_\_, in \_\_\_\_\_ County, Tennessee.

**THIRD:** The name and address of the registered agent of the Corporation is \_\_\_\_\_ and the address of the registered office of the Corporation is \_\_\_\_\_.

**FOURTH:** The Corporation is a religious organization.

**FIFTH:** The Corporation is a not for profit corporation.

**SIXTH:** The Corporation is a public benefit corporation.

**SEVENTH:** The Corporation will have members. Membership in the Corporation shall be as provided for in the Constitution and Canons of The Episcopal Church (the “Church”) and the Diocese of East Tennessee (the “Diocese”).

**EIGHTH:** The Corporation is organized to be and serve as a Parish of the Diocese as provided in the Constitution and Canons of the Diocese, and, therefore, the Corporation is a constituent part of the Church and the Diocese in accordance with the Constitution and Canons of the Church and the Diocese. The Corporation acknowledges, accedes to, and adopts, and shall at all times adhere to the Constitution, Canons, doctrines, discipline, worship and usages of the Church and the Diocese. The affairs of the Corporation shall be conducted by the Vestry and Rector according to the Constitution and Canons of the Church and the Diocese.

**NINTH:** The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). All references to sections of the Code in these Articles shall include the section as currently in effect and the corresponding section of any further federal tax doe. As a means of accomplishing the purposes for which it is organized, the Corporation shall

have and be subject to the rights, powers, benefits, privileges and immunities, restrictions, liabilities, and obligations, as provided for nonprofit corporations by the Tennessee Nonprofit Corporation Act, *Tennessee Code Annotated*, §§48-51-101, et seq., or as the same shall hereinafter be amended.

**TENTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in this Charter. 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 Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

**ELEVENTH:** Upon dissolution of the Corporation, the board of directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall transfer all of the assets of the Corporation to the Diocese, a Tennessee nonprofit corporation, provided that the Diocese is then organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or, if it is not then so organized and operated, to the Church, provided that the Church is then organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or, if it is not then so organized and operated, then to such corporation or corporations, as the board of directors of the Corporation shall determine, which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. 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 to such organization or organizations, as such court shall determine, which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

**TWELFTH:** To the fullest extent that the law of the State of Tennessee as it exists on the date hereof or as it may be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. If the Tennessee Nonprofit Corporation Act is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as so amended.

**THIRTEENTH:** The Rector and Vestry of the Parish shall serve as the Board of Directors of the Corporation and shall adopt the initial Bylaws of the Corporation, subject to the prior

approval of such Bylaws by the Bishop of the Diocese. The Bylaws shall not be inconsistent with the provisions of this Charter.

**FOURTEENTH:** Neither the Charter nor the Bylaws of the Corporation may be amended without the prior written approval of the Bishop of the Diocese, which approval shall be stated on such amendment or amendments.

**FIFTEENTH:** All property of every kind and character held by the Corporation, regardless of the manner in which title is vested, is held in trust to be used for the glory of God and the spread of His kingdom according to the Constitution and Canons, and the Doctrine, Discipline and Worship of the Church and the Diocese, and for the purposes and program of the Church and the Diocese. Real estate held by the Corporation shall only be alienated, conveyed, transferred, encumbered, mortgaged or assigned by action of the Vestry in accordance with the Constitution and Canons of the Church and the Diocese.

**SIXTEENTH:** The name and address of the person forming the Corporation is:

X  
X  
\_\_\_\_\_, Tennessee \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned has executed this Charter, this \_\_\_ day of \_\_\_\_\_, 200\_ .

INCORPORATOR:

\_\_\_\_\_

**APPROVAL OF THE BISHOP**

I, the Rt. Rev. Charles G. vonRosenberg, Bishop of the Diocese of East Tennessee, hereby approves the foregoing Charter for the incorporation of

\_\_\_\_\_ Church, this the \_\_\_\_\_ day of \_\_\_\_\_, 200\_ .

\_\_\_\_\_  
The Rt. Rev. Charles G. vonRosenberg  
Bishop and President  
The Diocese of East Tennessee

Reviewed:

\_\_\_\_\_  
Chancellor