

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 09/19/08
REQUEST NUMBER: 6377-2465
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/19/08 1234
EFFECTIVE DATE/TIME: 09/19/08 1234
CONTROL NUMBER: 0586551

TO:
TENNESSEE RETURNED PEACE CORPS VOLUNTEER
325 EAST PALESTINE
BLVD
MADISON, TN 37115

RE:
TENNESSEE RETURNED PEACE CORPS VOLUNTEERS
CHARTER - NONPROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - NONPROFIT

ON DATE: 09/19/08

FROM:
DAVID KEISER
510 ARBOR CREEK WAY

NASHVILLE, TN 37217-0000

	FEE	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00004477471
ACCOUNT NUMBER: 00611437



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

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STATE OF TENNESSEE
2008 SEP 19 PM 12: 34

CHARTER OF

Tennessee Returned Peace Corps Volunteers RILEY DARNELL
SECRETARY OF STATE

The undersigned Incorporators do hereby form a corporation pursuant to the provisions of the Tennessee Nonprofit Corporation Act , T.C.A. § 48-51-101, et. seq. (the "Act").

Article I

The name of the corporation is **Tennessee Returned Peace Corps Volunteers** ("the Corporation").

Article II

This Corporation is a not-for-profit public benefit corporation.

Article III

The address of the Corporation's initial registered office is 325 East Palestine Blvd., Madison, Tennessee 37115, located in Davidson County, and the name of the Corporation's initial registered agent is David L. Keiser, who is a resident of the State of Tennessee.

Article IV

The principle address of the Corporation shall be 325 East Palestine Blvd., Madison, TN 37115, located in Davidson County, in the State of Tennessee.

Article V

The purpose or purposes for which the Corporation is organized are exclusively for charitable, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any subsequent federal tax code; including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code, or any corresponding section of any future federal tax code; and within the aforesaid limitations, the Corporation shall, in addition, be empowered to carry out any activities authorized by the Act and that may be carried out by organizations that are exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code; to engage in activities relating to the aforementioned purposes; to invest in, receive, hold, use and dispose of all property, real or personal as may be necessary or desirable to carry into effect the aforementioned purposes; and in furtherance but not in limitation thereof. Without limiting or expanding the above, the general purpose of the

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STATE OF TENNESSEE
2008 SEP 19 PM 1: 18
RILEY DARNELL
SECRETARY OF STATE

Corporation is uniting and empowering the Tennessee Peace Corps community through service, support and social activities.

5.1 The Corporation shall make or pay no compensation, loan or other payment to any officer, board member, creator or organizer of the Corporation, or substantial contributor to it, except as reasonable compensation for goods or services rendered or as reasonable reimbursement for authorized expenditures incurred on behalf of the corporation. No part of the Corporation's assets or net earnings, current or accumulated, shall ever inure to the benefit of, or be distributed to or divided among the corporation's directors, officers, or private individuals, pursuant to the provisions of Section 501(c)(3) of the Code.

5.2 No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating or intervening in any political campaign (including the publication or distribution of statements) on behalf of or against, any candidate for public office.

5.3 The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. Notwithstanding any other provisions of these Articles, 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.

Article VI

The Corporation shall not have members.

Article VII

In the event of the dissolution or liquidation of the Corporation, the Board of Directors shall distribute the residual assets of the Corporation to one or more organizations which themselves are organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or any corresponding section of any future federal tax code, or to the federal, state or local government (or to any political subdivision thereof) for exclusively public purposes as the Board of Directors shall determine in accordance with Section 48-64-101, *et seq.* of the Act.

Article VIII

The Corporation shall have perpetual duration.

Article IX

The number of Directors which shall constitute the Board of Directors of the Corporation shall be as set forth from time to time by the Bylaws, but in no event shall there be less than three (3) Directors.

Article X

Pursuant to Section 48-52-102(b)(3) of the Act, no Director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director, except that this provision shall not eliminate or limit the liability of a Director for:

- Any breach of the Director's duty of loyalty to the Corporation or its members; or
- Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- Any unlawful distribution of assets in violation of Section 48-58-304 of the Act.

Article XI

The Corporation shall not discriminate against any person on the basis of race, color, sex, national origin, religion, handicapping condition, age and any other basis prohibited by law. This policy of nondiscrimination applies to the hiring of personnel, election of members of the Board of Directors, the provision of services to the public, contracting for and purchasing of services and all other activities of the Corporation. This policy of nondiscrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Article XII

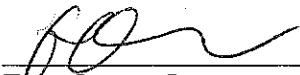
This Charter is to be effective upon filing with the Tennessee Secretary of State.

Taya Owens, Incorporator
53 B Brookwood Terrace
Nashville TN 37205


David L Keiser, Incorporator
325 East Palestine Blvd.
Madison TN 37215

Diane Eagle, Incorporator
1128 Phelissa, Dr.
La Vergne, TN 37086

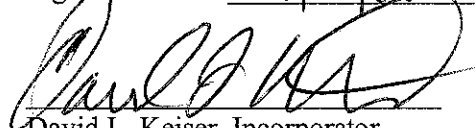
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Tennessee we the undersigned, constituting the Incorporators of the Corporation, have executed this Charter on the second day of September, 2008.



Taya Owens, Incorporator
Signature Date: 9/2/08



Diane Eagle, Incorporator
Signature Date: 9/2/08



David L. Keiser, Incorporator
Signature Date: 9/2/08

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