

State of Tennessee



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Department of State

FELIX Z. WILLIAMS II REGISTER
DAVIDSON COUNTY, TENN.

APR 23 12 46 PM '76

IDENTIF. REFERENCE

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APR 23 1976

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I, JOE C. CARR, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

TENNESSEE ARTIST-CRAFTSMEN ASSOCIATION

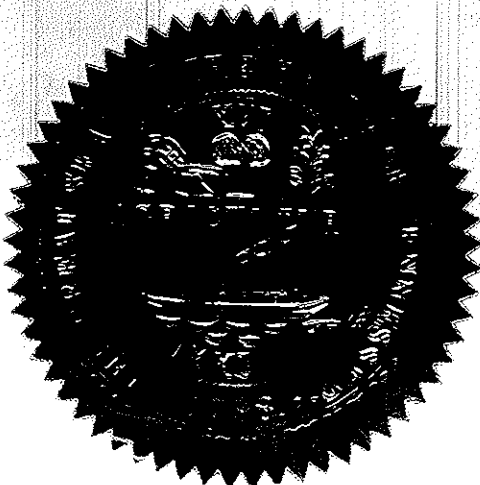
which was recorded in this office on January 5, 1972 in Corporation Record Book Volume 0-29, Page 604 and amendment thereto;

(1) March 23, 1976 P-56, Page 1136 Name changed from Tennessee Artist-Craftsmen Association to:

TENNESSEE ARTIST-CRAFTSMEN'S ASSOCIATION
and changing the principal office to Post Office Box 3218, Nashville, Tennessee 37219, County of Davidson.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 20th day of April in the year of our Lord nineteen hundred Seventy-Six

Secretary of State



CHARTEROFTENNESSEE ARTIST-CRAFTSMEN ASSOCIATION

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

1. The name of the corporation is the Tennessee Artist-Craftsmen Association.
2. The duration of the corporation is perpetual.
3. The address of the principle office of the corporation in the State of Tennessee shall be Murfreesboro, Rutherford County.
4. The corporation is not for profit pursuant to Tennessee Code Annotated §§48-601 et seq and, generally, Tennessee Code Annotated §§48-101 et seq.
5. The purpose and purposes for which the corporation is organized are:

The purpose of this corporation shall be charitable, scientific and educational, to assist, encourage, perpetuate and participate in the furtherance, development and preservation of arts and crafts in the State of Tennessee and elsewhere, as the corporation may determine, and subject to the restrictions and limitations hereinafter set forth, and to sponsor, conduct and participate in workshops, schools, shows, fairs, exhibits, etc.

6. The corporation is to have operating members pursuant to Tennessee Code Annotated §43-601 and shall be designated into the following classes for purposes of voting:

- a) Craftsmen members shall contribute a minimum of ten dollars (\$10.00) and shall be entitled to one vote.
- b) Family Professional members shall contribute a minimum of fifteen dollars (\$15.00) and shall be entitled to two votes.
- c) Student members shall contribute a minimum of five

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dollars (\$5.00) and shall be bona fide students at the time of the application and shall be entitled to one vote.

d) Organization members, such as galleries, schools, etc., shall contribute a minimum of ten dollars (\$10.00) and shall be entitled to one vote.

e) Associate members shall contribute a minimum of five dollars (\$5.00) and shall not be entitled to any vote.

f) Patrons of the corporation shall contribute a minimum of twenty five dollars (\$25.00) and shall not be entitled to a vote.

The corporation, through its board of directors, may from time to time change the above classifications of memberships both as to name and/or amount. The corporation may, pursuant to Tennessee Code Annotated §48-601(2) issue certificates evidencing membership herein. Memberships shall not be transferable and shall terminate upon the death or the termination of the existence of the member.

7. (a) The territory in which the operations of the corporation are principally to be conducted in the United States and its territories and possessions, but the operations of the corporation shall not be limited to such territory.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in §4941(D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in §4943(E) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in §4945(D) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under §170(C)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of §501(C)(3) of the Internal Revenue Code and its regulations as they now exist.

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or as they may hereafter be amended.

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Dated this 5th day of January, 1972.

James R. Kniffler

CLERK OF COURT
JAN 5 1972
JAMES R. KNIFFLER

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I, JOE C. CARR, Secretary of State, do certify that
this Charter, with certificate attached, the foregoing of which
is a true copy, was this day registered and certified to by me.

This the 5th day of January, 1972.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$10.00

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ARTICLES OF AMENDMENT TO THE CHARTER OF THE TENNESSEE ARTIST-CRAFTSMEN ASSOCIATION

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The amendments adopted are:

Paragraph 1 of the charter is deleted and the following inserted:

The name of the corporation is the Tennessee Artist-Craftsmen's Association.

Paragraph 3 of the charter is deleted and the following is inserted:

The address of the principal office of the corporation in the State of Tennessee shall be Post Office Box 3218, Nashville, Tennessee, 37219, County of Davidson.

2. The amendments were duly adopted at a meeting of the Board of Directors on February 21, 1976.

3. The amendments are to be effective when these articles are filed in the office of the Secretary of State.

Dated March 23, 1976

Tennessee Artist-Craftsmen Association

Katherine M. Tate
President

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I, JOE C. CARR, Secretary of State, do hereby certify
that this amendment to charter, with certificate attached, the
foregoing of which is a true copy, was this day registered and
certified to by me. This the 23rd day of March, 1976.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$10.00