

**FIRST AMENDED AND RESTATED CHARTER
OF THE
ASSOCIATION FOR THE PRESERVATION OF TENNESSEE ANTIQUITIES**

We, the undersigned, being the President and Chairman of the Association for the Preservation of Tennessee Antiquities, a Tennessee non-profit corporation, pursuant to Tennessee Code Annotated §§ 48-60-102 and -106, hereby adopt this First Amended and Restated Charter of the Association for the Preservation of Tennessee Antiquities, which was duly adopted and approved by the Board of Trustees of the Corporation on the ___ day of _____, 20__.

**ARTICLE I.
NAME AND FILING**

The name of the corporation is Association for the Preservation of Tennessee Antiquities (the “Corporation”).

**ARTICLE II.
PUBLIC BENEFIT CORPORATION**

The Corporation is a public benefit corporation and is not for profit. The Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”), and as an organization described in Section 501(c)(3). No part of the income or assets of the Corporation is distributed to or for the benefit of its directors or officers, except to the extent permissible under the law and under Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended from time to time (the “Code”).

**ARTICLE III.
OFFICE, REGISTERED AGENT, INCORPORATOR, AND FISCAL YEAR**

1. Registered Office. The initial registered office of the Corporation is located at 110 Leake Avenue, Nashville, Tennessee, 37205, and the name of the initial registered agent at this office is Elliott Wallace McNiel.

2. Principal Office. The initial principal office of the Corporation is located at 110 Leake Avenue, Nashville, Tennessee, 37205.

3. Incorporator. The incorporator of the Corporation is William L. Harbison, whose mailing address is 150 3rd Avenue South, Suite 1100, Nashville, Tennessee 37201.

4. Fiscal Year. The Corporation shall conclude its fiscal year in December. The duration of the corporation is perpetual.

ARTICLE IV.
MEMBERS

The Corporation will not have members.

ARTICLE V.
PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of the Section 501(c)(3) of the Code. The purpose of the Corporation include, but are not limited to: (i) assisting in the preservation of Tennessee history, properties, items and support of historical sites; (ii) receiving and administering funds for scientific, educational, and charitable purposes to that end, taking and holding by bequest, devise, gift, grant, purchase, lease or otherwise, any property; (iii) selling, conveying, or otherwise disposing of such property, and investing, reinvesting, or dealing with the principal and income thereof in such manner that the judgment of the Board of Trustees of the Corporation, will best promote the purposes of the Corporation; (iv) doing any and all acts and things and exercising all powers that it may exercise under applicable law for the purpose of accomplishing any of the purposes of the Corporation; provided, however, that this Corporation shall not perform any act of transact any business that will jeopardize the tax exempt status of the Corporation under Section 501(c)(3) of the Code and its accompanying regulations.

The Corporation may do any and all things of every character and kind that may from time to time be necessary in the proper management and administration of the affairs of the Corporation for its stated purposes in accordance with the limitations imposed by Section 501(c)(3) of the Code.

ARTICLE VI.
BOARD OF TRUSTEES

The control and management of the affairs of the Corporation shall be vested in a Board of Trustees, the number of which shall be determined by the Board of Trustees from time to time as necessary.

ARTICLE VII.
LIMITED LIABILITY OF TRUSTEES

Under the authority of Section 48-52-102(b)(3) of the Tennessee Nonprofit Corporation Act, a trustee shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a trustee, except that this provision shall not eliminate or limit the liability of the trustee for: (a) any breach of the trustee's duty of loyalty to the Corporation; (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of

the law; or (c) any unlawful distribution of assets in violation of Section 48-58-304 of the Tennessee Nonprofit Corporation Act. No repeal or modification of the provisions of this Article, either directly or by the adoption of provisions inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE VIII.
NO LEGISLATIVE OR POLITICAL ACTIVITY

No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in or intervene in (including the distribution or publishing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX.
AMENDMENTS

The Charter of the Corporation may be amended by the affirmative vote of the majority of the members of the Board of Trustees in office at the time the amendment is adopted.

ARTICLE X.
DISTRIBUTIONS ON DISSOLUTION

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution of the Corporation, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501 (c)(3) of the Code and its accompanying regulations, which organizations have purposes similar to those of the Corporation.

[Signature page to follow.]

Approval of this First Amended and Restated Charter is in accordance with Tennessee Code Annotated § 48-60-106.

Dated this ____ day of _____, 2016.

William L. Harbison, Incorporator

Association for the Preservation of Tennessee Antiquities

By: _____
(Name)

Title: President

By: _____
(Name)

Title: Chairman, Board of Trustees