

Prepared by:
John MC Arthur
21 Sinclair Terrace
Crossville, TN 38558

4 PGS:AL-CHARTER	
BATCH: 154076	
04/05/2021 - 11:45 AM	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

STATE OF TENNESSEE, CUMBERLAND COUNTY
JUDY GRAHAM SWALLOWS
REGISTER OF DEEDS

FILED

CHARTER OF THE

UPPER CUMBERLAND DIVERSITY ADVOCATES, INC.

The undersigned, acting as incorporator(s) of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act, adopt the following:

1. The name of this corporation is: Upper Cumberland Diversity Advocates, Inc.
2. This corporation is an educational, charitable, and public benefit corporation.
3. The corporation's registered agent is John McArthur and his address is 21 Sinclair Terrace, Crossville, TN 38558. Mailing address is PO Box 1734, Crossville, Tennessee 38558.
4. The incorporators shall be:

John McArthur
21 Sinclair Terrace
Crossville, TN 38558

Wilson Jackson
108 Forest View Dr.
Crossville, TN 38558

Lilly Janecek
181 Ivey Brook Lane
Crossville, TN 38558

5. The street address of the corporation's principal office is 21 Sinclair Terrace, Crossville, TN 38558. The mailing address is PO Box 1734, Crossville, TN 38558.
6. The corporation is not for profit and its period of duration is perpetual. The corporation's fiscal year shall begin July 1 and end June 30 each year.
7. The corporation will have members.
8. The corporation is organized exclusively for educational, charitable, and public benefit purposes and under the rules of the Internal Revenue Service for small nonprofit corporations qualifying for tax exempt status without filing an IRS application.

p.u.
John

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9. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

10. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the Board of Directors will dispose of all of the assets of UCDA exclusively for the purpose of similar organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code or as a small nonprofit exempt from the IRS application.

11. The purpose of this organization is to:

Educate, celebrate and advocate for nonpartisan diversity and equality in the Upper Cumberland area.

12. The corporation shall be empowered to carry out any activities authorized by the Tennessee Nonprofit Corporation Act and, if applicable, that may be carried out by organizations that are tax-exempt under Sections 501(c)3 and 170(c)(2) of the Internal Revenue Code.

13. Pursuant to Tenn. Code Ann. § 48-57-104(b) (or any successor statute), any action required or permitted by Chapter 51-68 of the Act to be taken at a members' meeting may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the members having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all memberships entitled to vote on the action were present and voted.

14. 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 and 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 be distributed to or divided among such persons or private individuals, pursuant to the provisions of Section 501(c)(3).

15. The corporation is nonpartisan and shall not participate in, or intervene in any way (including the publishing or distribution of statements) in any political campaign or on behalf of, or in opposition to, any candidate for public office.

16. Under the authority of Section 48-52-102(b)(3) of the Tennessee Nonprofit Corporation Act, a director shall not 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

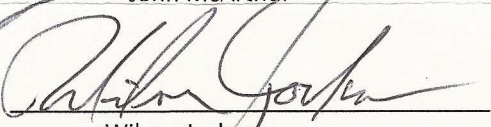
Any unlawful distribution of assets in violation of Section 48-58-302 of the Tennessee Nonprofit Corporation Act.

16. 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 board members, provision of services to the public, and contracting.

Contracting 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 and any subsequent amendments to these statutes.

Dated this 16 day of March, 2021


_____, Incorporator
John McArthur


_____, Incorporator
Wilson Jackson


_____, Incorporator
Lilly Janecek

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