

**Charter
Of
The UTM Football Alumni Foundation
A Tennessee Non-Profit Corporation**

1. The name of this corporation is The UTM Football Alumni Foundation.
2. This corporation is a public benefit corporation.
3. This corporation is not for profit.
4. This corporation shall have members.
5. This corporation is a charitable, nonprofit, public benefit corporation and is not organized for the private gain of any person. It is organized under the Tennessee Nonprofit Corporation Act for charitable purposes. The primary objectives and purposes of this Corporation shall be to support the growth and development of the UT Martin football program beyond what is achievable from funding from the state and university within the parameters of any gifts accepted by the Corporation's Board of Directors. The corporation will influence and direct funds at their discretion for the benefit and enhancement of the UT Martin football program. It is the Corporation's express desire that no funds donated to the program result in any reduction of funding levels from the university or the state. The ultimate goal of the Corporation is to make UT Martin football competitive relative to its conference schools. The ultimate indicator of success is competing for conference championships and making the playoffs.
6. The name and address in the State of Tennessee of this corporation's initial agent for service of process is Trevor Hurst, 109 Scateswood Drive, Martin, TN 38237.
7. The registered office and the principal office of the corporation are both located at 109 Scateswood Drive, Martin, TN 38237.
8. This corporation is organized and operated exclusively for charitable, public benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
9. Notwithstanding any other provision of this Charter, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
10. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
11. The names and addresses of the incorporators and the persons appointed to act as the initial Directors of this corporation are:

Name

Address

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- 12 The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. No person who is or was director of the Corporation, nor such person's heirs, executors or administrators (hereinafter collectively referred to as a director) shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. However, this provision shall not eliminate or limit the liability of a director (a) for any breach of a director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act.
- 13 The property of this corporation is irrevocably dedicated to the UTM Football Program and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- 14 The Corporation's Board of Directors shall have the authority to dissolve and terminate the Corporation at any time that, by a 2/3 (two-thirds) vote of the Board of Directors of the Corporation, such termination is deemed appropriate or advisable; On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to the UTM Football Program, or its successor in interest, if it is in existence as a Section 501(c)(3) entity under the Code at such time, and, if not, to one or more organizations then described under Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax laws, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made for such charitable purposes.
- 15 Pursuant to Tennessee Code Annotated §48-60-301 no amendment to this Charter or the Bylaws of the Corporation shall be effective unless approved in writing by the Board of Trustees of the Obion County Public Library or their successors in interest.