

**CHARTER  
OF  
RUTHERFORD COUNTY COUNCIL ON AGING**

The undersigned, acting as the incorporators of a corporation under the Tennessee Nonprofit Corporation Act, adopt the following Charter for such corporation:

1. The name of the corporation is Rutherford County Council on Aging.
2. This corporation is a public benefit corporation.
3. The street address of the initial registered office of the corporation is 710 Ben Allen Road, Nashville, Davidson County, Tennessee, 37247-0801, and the initial registered agent for the corporation at this office is Bruce K. Duncan.
4. The name and address of each incorporator is:

Mr. Bruce K. Duncan  
Rutherford County Council on Aging  
c/o Mid Cumberland Reg. Health Office  
710 Hart Lane  
Nashville, TN 37247-0801

5. The street address of the principal office of the corporation is 325 St. Clair Street, Murfreesboro, TN 37130.
6. The corporation is not for profit.
7. The corporation will have members with the specifics of number, appointment and removal, term of service, and like provisions to be as set forth in the Bylaws as amended from time to time.
8. To the extent allowed by the laws of the State of Tennessee, no present or future director of the corporation (or his or her estate, heirs and personal representatives) shall be liable the corporation or its members for monetary damages for breach of fiduciary duty as a director of the corporation. Any liability of a director (or his or her estate, heirs, and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended.
9. With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs and

personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted and amended.

10. The purpose for which the corporation is organized is: to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes.
11. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors and officers or other private individuals or persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purpose set forth in the paragraph just above. Notwithstanding any other provision of this Charter, the corporation shall not carry on any endeavors or 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, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section (c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
12. Upon dissolution, after all creditors of the corporation have been paid its assets shall be distributed to either the duly constituted government of Rutherford County, TN, or to one or more organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for exclusively public purpose.

DATED this 1st day of February, 2000.

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Bruce K. Duncan, Incorporator

