

AMENDED AND RESTATED

CHARTER

OF

**THE TENNESSEE FUTURE FARMERS
OF AMERICA FOUNDATION, INC.**

Pursuant to the provisions of 48-60-101 and 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following amended and restated charter:

1. **Name**. The name of the corporation is

THE TENNESSEE FUTURE FARMERS OF AMERICA FOUNDATION, INC.
2. **For Public Benefit**. The corporation is a public benefit corporation.
3. **Registered Office and Registered Agent**. The complete address of the corporation's initial registered office in Tennessee is 1452 McKenzie Road, Parsons, Tennessee 38363, in Decatur County. The name of the registered agent at that address is Billy Vestal.
4. **Principal Office**. The complete address of the principal office of the corporation in the State of Tennessee is 1452 McKenzie Road, Parsons, Tennessee 38363, in Decatur County.
5. **Nonprofit**. The corporation is nonprofit.

6. **Purposes.** The purposes for which this corporation is organized are to:

To promote the education of members of the Tennessee Association of Future Farmers of America through the program of vocational education in agriculture and agribusiness as a part of the vocational educational program of the State Department of Education and the public secondary schools of Tennessee; and

To publish and disseminate information and assist and otherwise participate in the development and execution of plans for the encouragement and improvement of the Tennessee Association of Future Farmers of America; and

To promote and stimulate interest in leadership among members of the Tennessee Association of the Future Farmers of America; and

To provide recognition to deserving members who have achieved distinction in vocational education in agriculture/agribusiness and FFA activities and to administer, direct, or supervise granting of the same; and

To receive by gift, devise, bequest, or otherwise to acquire, take and hold, any money or property, real, personal or mixed, to be used, either the principal or the income therefrom, for the furtherance of any of its corporate purposes; and to lease, pledge, mortgage, assign, transfer, sell, convey and dispose of any such property, and to invest and reinvest the principal thereof; and

To receive any property, real, personal or mixed, in trust, under the terms of any will assignment, bill of sale, deed, conveyance, instrument of trust or other instrument, for its corporate purposes and not for any other purpose, and administering the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, as authorized or directed in the instrument under which it is received; and

To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes.

This corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including but not limited to, Section 501(c) of the Internal Revenue Code, excepting any such law which infringes upon any rights of the corporation protected by the Constitution of the United States, such as freedom of religion, freedom of speech or freedom of assembly.

To solicit, collect, receive, accumulate, administer and disburse funds and property in such a manner as will, in the sole discretion of the board of directors, most effectively operate to promote the corporation's tax-exempt purposes, either directly or by contributions to any organization described in Section 501(c) of the Internal Revenue Code.

To do any or all of the things set forth herein, and all things usual, necessary or proper in furtherance of or incidental to said purposes.

7. **Powers**. As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Tennessee, including but not by way of limitation, those enumerated in Sections 48-53-102 and 48-53-103 of the Tennessee Code Annotated (Official Edition), and limited in certain respects as follows:

The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status.

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Tennessee concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Tennessee.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Tennessee, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

8. **Members**. This corporation shall not have members.
9. **Directors**. There shall be no fewer than nine (9) members of the board of directors. The bylaws may provide that the directors

be divided into two (2) or more classes for terms of office which may expire at different times.

10. **Officers**. The corporation shall have a president, secretary and a treasurer and such other officers as are elected from time to time. One person may be elected to more than one office, except that the offices of president and secretary may not be held by the same person.

11. **Fiscal Year**. The regular fiscal year of the corporation is established to end on June 30 of each year.

12. **Limited Liability of Directors**. The personal liability of each director of the corporation for monetary damages for breach of fiduciary duty as a director shall be eliminated to the full extent permitted by Section 48-52-102((b)(3) of the Tennessee Code Annotated.

13. **Indemnification**. The corporation shall indemnify any individual who is a party to a proceeding because such individual is or was a member of the Board of Directors, or an officer of the corporation or an employee or agent of the corporation against any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 48-58-502, 48-58-504, and 48-58-507 of the Tennessee Code Annotated. The determination of entitlement to indemnification and advancement of

expenses shall be made in accordance with Section 48-58-506 of the Tennessee Code Annotated. Every reference herein to a member of the Board of Directors, officer, employee or agent of the corporation shall include every director, officer, employee and agent thereof and every former director, officer, employee and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, employee or agent of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

14. **Dissolution**. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations identified by the Board of Directors which organizations themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code.

15. **Amendments**. The provisions of this charter are subject to amendment as provided under the laws of the State of Tennessee; provided that no provision shall be changed, restated, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

16. **Other Provisions.** This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for nonprofit corporations generally by the law of the land and which are held applicable to nonprofit corporations organized under the provisions of Title 48 of the Tennessee Code Annotated (Official Edition) or such title as amended or modified.

17. **Internal Revenue Code and Regulations.** All references in this charter to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

This Amended and Restated Charter amends the original Charter of the corporation which was granted by the Secretary of State of Tennessee on December 1, 1983, to add provisions concerning the purposes and powers of the corporation and concerning the indemnification of officers, directors and employees of the corporation, and other related matters. The amendments contained herein and the restatement of the charter were duly adopted by the Board of Directors at a special meeting of the Board of Directors duly called for such purposes on June 5, 2002, at which time the President and Secretary of the corporation were authorized to

execute and file this Amended and Restated Charter on behalf of the corporation.

Executed: June 5, 2002.

THE TENNESSEE FUTURE FARMERS OF
AMERICA FOUNDATION, INC.

By _____
PHILLIP N. BAKER, PRESIDENT

ATTEST:

TOM WOMACK, SECRETARY