

NOVEMBER 18, 1977

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CHARTER OF
CHATTANOOGA STATE TECHNICAL COMMUNITY COLLEGE FOUNDATION

The undersigned, being qualified to act as incorporators under the Tennessee General Corporation Act, adopt the following charter for the purpose of organizing a not for profit corporation under the Act:

Name

1. The name of the corporation is Chattanooga State Technical Community College Foundation.

Duration

2. The duration of the corporation is perpetual.

Principal
Office

3. The address of the principal office of the corporation in the State of Tennessee shall be 4501 Amnicola Highway, Chattanooga, Tennessee 37406, in Hamilton County.

Not for
Profit

4. The corporation is not for profit.

Purposes

5. The purposes for which this corporation is organized and for all times hereafter shall be operated exclusively, are to benefit, to perform the functions of, and to carry out the purposes of Chattanooga State Technical Community College.

Powers

6. 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 corporations not for profit by the laws of the State of Tennessee, including but not by way of limitation, those enumerated in Sections 48-402 and 48-403 of the Tennessee Code Annotated (Official Edition), and limited in certain respects as follows:

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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)(3) of the Internal Revenue Code of 1954, 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 substantial part of the activities of the corporation shall consist of carrying on propaganda, or

otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, state, or local laws.

The territory in which the corporation's operations ~~in furtherance of the purposes stated in paragraph~~ 5 above are principally to be conducted is the United States of America; the corporation may conduct operations in furtherance of the purposes stated in paragraph 5 above in foreign countries, subject, however, to the laws of Tennessee, or any restrictions or limitations under Federal law.

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 perform its purposes stated in paragraph 5 above 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 in furtherance of the purposes stated in paragraph 5 above.

Notwithstanding the other provisions of this charter, the corporation shall only conduct or carry on activities permitted to be conducted or carried on by any supporting organizations exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations and by any supporting organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations so long as they may be in effect.

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Members

7. This corporation shall have no members.

Bylaws;
Directors

8. The incorporators, at the organization meeting, shall adopt the initial bylaws of the corporation, which may contain any provision for the regulation and management of the business and affairs of the corporation not inconsistent with law or this charter, and shall elect or designate the first board of directors in accordance with the provisions of such bylaws. 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. There shall be no fewer than three (3) members of the board of directors.

Action by
Consent

9. Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the directors.

Contract
of Guaranty

10. The corporation shall have the power to enter into any contract of guaranty, suretyship or endorsement whether or not the corporation has a direct interest in the subject matter of the contract guaranteed, and shall have the power to make any purely accomodation guaranty, endorsement or contract of suretyship.

Dissolution

11. Upon the dissolution of the corporation, the assets of the corporation shall be distributed, in accordance with a plan of distribution adopted by the board of directors, exclusively for the purposes of the corporation, or to one or more religious, charitable, scientific, literary or educational organizations which are not for profit and which are engaged in affairs substantially similar to those of the dissolving corporation and which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, or to the State of Tennessee or any county or municipality thereof, provided that the assets shall be used by the grantee for purposes substantially similar to those of the dissolving corporation.

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amendments

12. 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, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

Other
revisions

13. This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for corporations not for profit generally by the law of the land and which are held applicable to corporations

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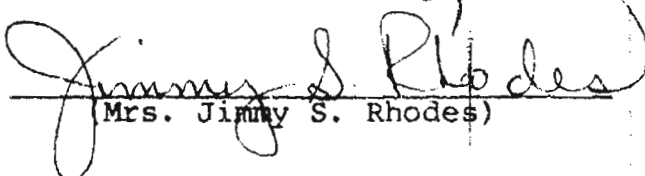
not for profit organized under the provisions of Title 48 of the Tennessee Code Annotated (Official Edition) or such title as amended or modified.

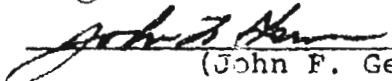
Internal
Revenue
Code and
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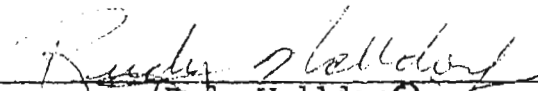
14. All references in this charter to the Internal Revenue Code shall include the Internal Revenue Code of 1954 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

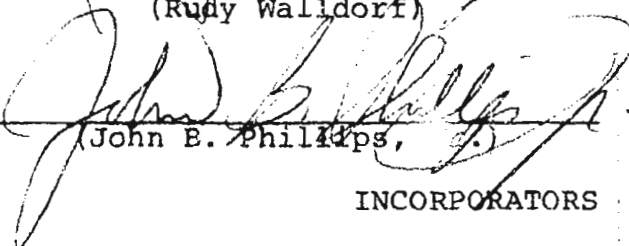
Executed November 16, 1977.


(Claude Ramsey)


(Mrs. Jimmy S. Rhodes)


(John F. Germ)


(Rudy Walldorf)


(John B. Phillips, Jr.)

INCORPORATORS

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I. GENTRY CROWELL, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 18th day of November, 1977.

GENTRY CROWELL

SECRETARY OF STATE

FEE: \$10.00