Business Services Division
Tre Hargett, Secretary of State
State of Tennessee

INSTRUCTIONS

CHARTER
NONPROFIT CORPORATION

Filing Fee: $100

A Nonprofit Corporation Charter may be filed using one of the following methods:

- **E-file**: Go to http://tnbear.tn.gov/NewBiz and use the online tool to complete the charter and pay the filing fee by credit card or debit card. When paying by credit card or debit card, there is a convenience fee that covers the credit card fees and transaction costs incurred by the Business Services Division when accepting online payments. Applicants who do not wish to pay the convenience fee to file online may choose the "Print and Mail" option at no additional cost.

- **Print and Mail**: Go to http://tnbear.tn.gov/NewBiz and use the online tool to complete the charter**.** Print and mail the charter along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.

- **Paper submission**: A blank charter may be obtained by going to https://sos.tn.gov/sites/default/files/forms/ss-4418.pdf, by emailing the Secretary of State at TNSOS.CORPINFO@tn.gov, or by calling (615) 741-2286. The charter is hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.

- **Walk-in**: A blank charter form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

A Nonprofit Corporation Charter must be accurately completed in its entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

A Nonprofit Corporation Charter sets forth the items required under T.C.A. § 48-52-102.

CHARTER

1. ***The name of the corporation is –*** Enter the proposed name of the corporation. The name of a new corporation must meet the requirements of T.C.A. § 48-54-101.

   If a corporation's name contains the word "bank", "banks", "banking", "credit union" or "trust", written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services. You may contact the Tennessee Department of Financial Institutions at (615) 741-2236.

   If a corporation's name contains the phrase "insurance company", written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division

of Business Services. You may reach the Tennessee Department of Commerce & Insurance at (615) 741-2241.

2. ***Name Consent: (Written Consent for Use of Indistinguishable Name) –*** An applicant corporation can request to use a name that is not distinguishable from the name used by an existing business under certain circumstances detailed in T.C.A. § 48-54-101(c). Indicate name consent by checking. If checked, the charter must be accompanied by an application to use an indistinguishable name, accompanied by payment of an additional $20 filing fee. The application must set forth the appropriate criteria for name duplication as described in the Act.

3. ***This company has the additional designation of –*** If applicable to the specific nature of the corporation, enter any additional designation, including:

    - Bank
    - Captive Insurance Company
    - Credit Union
    - Insurance Company
    - Litigation Financier
    - Neighborhood Preservation Nonprofit Corporation
    - School Support Organization
    - Trust Company

4. ***The name and complete address of its initial registered agent and office located in the state of Tennessee is –*** Enter the name of the corporation's initial registered agent, the street address, city, state and zip code of the corporation's initial registered office located in Tennessee and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent/office address.

5. ***Fiscal Year Close Month –*** Enter the month of the year that concludes the corporation's fiscal year. If a fiscal year close month is not indicated, the Division of Business Services will list the fiscal year close month as December by default. Please note that T.C.A. § 48-66-203 requires corporations to file an annual report with the Secretary of State on or before the first day of the fourth month following the end of the close of the corporation's fiscal year.

    Period of Duration if not perpetual – Indicate if the duration of the corporation is perpetual or has a specific end date by checking the appropriate box. If "other" is checked, indicate the specific date on which the duration of the corporation's existence will end.

6. ***If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is –*** If the existence of the corporation is to begin upon a future date, enter the future date. In no event can the future date or the actual occurrence of the specific event be more than ninety calendar days from the filing of the charter.

7. ***The corporation is not for profit –*** By signing the charter the filer acknowledges this statement to be true.

8. ***Please complete all of the following sentences by checking one of the two boxes in each sentence –*** By checking the appropriate boxes, indicate whether the corporation

    - Is a public benefit corporation or a mutual benefit corporation.
    - Is a religious corporation or is not a religious corporation.
    - Has members or does not have members.

9. ***The complete address of its principal executive office is –*** Enter the street address, city, state and zip code of the principal executive office of the corporation and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services unless a deliverable mailing address is also provided. A post office box is not acceptable for the principal office address. Please provide a business email address. All reminders and notifications will be sent via email.

10. ***The complete mailing address of the entity (if different from the principal office) is –*** If notifications from the Division of Business Services should be sent to an address other than the principal office address, enter that address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box address is acceptable for a mailing address.

11. ***List the name and complete address of each incorporator –*** Addresses should include street address, city, state and zip code. The signer of the charter must be an incorporator listed in this section.

12. ***School Organization –*** If "School Organization – Exempt" is indicated in section 3, check the box stating that "I certify that pursuant to T.C.A. § 49-2-611, this nonprofit corporation is exempt from the $100 filing fee required by § 48-51-303(a)(1)". In addition, check one of the remaining two boxes that pertain to this nonprofit corporation.

    - **This nonprofit corporation is a "school support organization" as defined in T.C.A. §49-2-603(4)(A) –** Check this box if the nonprofit corporation is a booster club, foundation, parent teacher association, parent teacher organization, parent teacher support association, or any other nongovernmental organization or group of persons whose primary purpose is to support a school district, school, school club, or academic, arts, athletic or social activities related to a school, that collects or receives money, materials, property or securities from students, parents, or members of the general public.

    - **This nonprofit corporation is an educational institution as defined in T.C.A. § 48-101-502(b) –** Check this box if this nonprofit corporation is an organization organized and operated exclusively for educational purposes and which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on, and which is accredited by a recognized accrediting agency. Included in this definition are organizations composed of parents of students and other persons connected with the institution, which are organized and operated for the purpose of conducting activities in support of the operations or extracurricular activities of such institutions. "Educational institution" also includes private foundations soliciting contributions exclusively for such organizations.

13. ***Insert here the provisions regarding the distribution of assets upon dissolution –*** Enter the corporation's provisions regarding the distribution of its assets upon its dissolution.

14. ***Other Provisions –*** Including any further information in this space is strictly optional. Use this section to set forth other details of the corporation that are not required to be included in the charter. Such items could include the initial board of directors, the business purpose of the corporation, the names of corporate management, and provisions regulating the powers and rights of the corporation, its board of directors and its shareholders.

SIGNATURE

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. The signer must be an incorporator listed in Section 11 of the charter. **Failure to sign and date the application will result in the application being rejected.**

- Type or Print Name. **Failure to type or print the signature name and title of the signer will result in the application being rejected.**

FILING FEE

- The filing fee for a charter is **$100.**

- Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Charters submitted without the proper filing fee will be rejected. Checks, cashier's checks or money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**

CHARTER
NONPROFIT CORPORATION (ss-4418)

Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: $100.00

For Office Use Only

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

1. The name of the corporation is: _____

2. Name Consent: (Written Consent for Use of Indistinguishable Name)

☐ This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: _____

4. The name and complete address of the initial registered agent and office located in the state of Tennessee is:

Name: _____

Address: _____

City: _____ State: TN Zip Code: _____ County: _____

5. Fiscal Year Close Month: _____ **Period of Duration:** ☐ Perpetual ☐ Other ____/____/____ (Month Day Year)

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: ____/____/____ (Month Day Year) Time: _____

7. The corporation is not for profit.

8. Please complete all of the following sentences by checking one of the two boxes in each sentence:

This corporation is a ☐ public benefit corporation / ☐ mutual benefit corporation.

This corporation is a ☐ religious corporation / ☐ not a religious corporation.

This corporation will ☐ have members / ☐ not have members.

9. The complete address of its principal executive office is:

Address: _____

City: _____ State: _____ Zip Code: _____ County: _____

Business Email: _____

Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

Submitter Information: Name: _____ Phone #: (_____)_____

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Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: $100.00

For Office Use Only

The name of the corporation is: _____

10. The complete mailing address of the entity (if different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

11. List the name and complete address of each incorporator:

Name	Business Address	City, State, Zip

12. School Organization: (required if the additional designation of "School Organization - Exempt" is entered in section 3.)

☐ I certify that pursuant to T.C.A. § 48-2-611, this nonprofit corporation is exempt from the $100 filing fee required by § 48-51-303(a)(1)

☐ This nonprofit corporation is a "school support organization" as defined in T.C.A. § 49-2-603(4)(A).

☐ This nonprofit corporation is an educational institution as defined in T.C.A. § 48-101-502(b).

13. Insert here the provisions regarding the distribution of assets upon dissolution:

14. Other Provisions:

Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

_____
Signature Date

_____
Incorporator's Signature

_____
Incorporator's Name (printed or typed)