

FILED

STATE OF TENNESSEE

89 AUG 14 AM 10:14

C H A R T E R

O F

GENEY CROWELL
SECRETARY OF CLINCH-POWELL RESOURCE CONSERVATION AND DEVELOPMENT AREA

The undersigned person(s) under the Tennessee Nonprofit Corporation Act adopt(s) the following charter for the above listed corporation:

1. The name of the corporation is CLINCH-POWELL RESOURCE CONSERVATION AND DEVELOPMENT AREA

2. The corporation is a public benefit corporation.

~~THE CORPORATION IS A RELIGIOUS CORPORATION.~~
[NOTE: Please strike the sentence which does not apply to the corporation.]

3. ~~THE CORPORATION IS A RELIGIOUS CORPORATION.~~

This corporation is not a religious corporation.
[NOTE: Please strike the sentence which does not apply to the corporation.]

4. (a) The complete address of the corporation's initial registered office in Tennessee is
ROUTE 2, BOX 423, RUTLEDGE, TN 37861

Street Address ROUTE 2, BOX 423, RUTLEDGE, TN 37861 State, Zip Code
County of CRAINGER City

(b) The name of the initial registered agent, to be located at the address listed in 4(a), is
MICHAEL K. HAMMER

5. The name and complete address of each incorporator is:

MICHAEL K. HAMMER, ROUTE 2, BOX 423, RUTLEDGE, TN 37861
Name Address Zip Code

GERALD SIMMONS, P. O. BOX 278, MAYNARDVILLE, TN 37807
Name Address Zip Code

SANDY LEONARD, P. O. BOX 332, TAZEWELL, TN 37879
Name Address Zip Code

[NOTE: An address and zip code are both required by Tennessee Code Annotated Section 48-52-102(a)(3).]

6. The complete address of the corporation's principal office is:

ROUTE 2, BOX 423, RUTLEDGE, TN 37861
Street Address City State/Country Zip Code

[NOTE: A street address and a zip code are both required by Tennessee Code Annotated Section 48-52-102(a)(6).]

7. This corporation is a nonprofit corporation.

8. This corporation will have members.

~~THE CORPORATION IS A RELIGIOUS CORPORATION.~~
[NOTE: Please strike the sentence which does not apply to the corporation.]

9. Insert here the provisions regarding the distribution of assets upon dissolution.
SEE ATTACHED

10. Other provisions:

[NOTE: Insert here any provision(s) desired and permitted by law serving as the initial board of directors, purpose(s) of the corporation, provision limiting the personal liability of directors for etc. See Tennessee Code Annotated Section 48-52-102(b).]

Examples: names and addresses of persons management or regulation of affairs of the corporation, any damages for breach of fiduciary duty.


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GENTRY CROWELL
SECRETARY OF STATE

9. Funds on hand will be returned to the source, and the residual assets of the Association will be turned over to one or more organizations which are exempt as organizations under sections 501 (c) (3) and 170 (c) (2) of Internal Revenue Code of 1954.



Department of State
 Corporate Filings
 312 Eighth Avenue North
 6th Floor, William R. Snodgrass Tower
 Nashville, TN 37243

**ARTICLES OF AMENDMENT
 TO THE CHARTER
 (Nonprofit)**

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 CLERK OF STATE
 MAR 20 AM 8:37
 THE OFFICE OF THE CLERK OF STATE

5995.2702

CORPORATE CONTROL NUMBER (IF KNOWN) _____
 PURSUANT TO THE PROVISIONS OF SECTION 48-60-105 OF THE TENNESSEE NONPROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS OF RECORD:
Clinch-Powell Resource Conservation and Development Area
 IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:
Clinch-Powell Resource Conservation and Development Council, Inc.

2. PLEASE MARK THE BLOCK THAT APPLIES:
 AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.
 AMENDMENT IS TO BE EFFECTIVE, _____ (MONTH, DAY, YEAR)
 (NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

3. PLEASE INSERT ANY CHANGES THAT APPLY:
 A. PRINCIPAL ADDRESS: _____ STREET ADDRESS _____
 _____ CITY _____ STATE / COUNTY _____ ZIP CODE _____
 B. REGISTERED AGENT: _____
 C. REGISTERED ADDRESS: _____ STREET ADDRESS _____
 _____ TN _____ STATE _____ ZIP CODE _____ COUNTY _____
 D. OTHER CHANGES: _____

4. THE CORPORATION IS A NONPROFIT CORPORATION.
 5. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF MEMBERSHIPS IS AS FOLLOWS:

6. THE AMENDMENT WAS DULY ADOPTED ON December 20, 2006 (MONTH, DAY, YEAR)
 BY (Please mark the block that applies):
 THE INCORPORATORS WITHOUT MEMBER APPROVAL, AS SUCH WAS NOT REQUIRED.
 THE BOARD OF DIRECTORS WITHOUT MEMBER APPROVAL, AS SUCH WAS NOT REQUIRED.
 THE MEMBERS

7. INDICATE WHICH OF THE FOLLOWING STATEMENTS APPLIES BY MARKING THE APPLICABLE BLOCK:
 ADDITIONAL APPROVAL FOR THE AMENDMENT (AS PERMITTED BY §48-60-301 OF THE TENNESSEE NONPROFIT CORPORATION ACT) WAS NOT REQUIRED.
 ADDITIONAL APPROVAL FOR THE AMENDMENT WAS REQUIRED BY THE CHARTER AND WAS OBTAINED.

Chairperson _____ SIGNATURE: Cherry Acuff
 SIGNER'S CAPACITY: _____ DATE: Feb. 15, 2007
 NAME OF SIGNER (TYPED OR PRINTED): Cherry Acuff