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**CHARTER  
OF  
THE FRIENDS OF THE GARDENS  
AT THE UNIVERSITY OF TENNESSEE, INC.**

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The undersigned, acting as the incorporator of a Corporation under the Tennessee Non-Profit Corporation Act, adopts the following Charter:

1. **Name.** The name of the corporation is The Friends of the Gardens at The University of Tennessee, Inc. ("Corporation").
2. **Public Benefit.** This Corporation is a public benefit corporation.
3. **Status of Corporation.** This Corporation is not a religious corporation.
4. **Registered Office and Agent.** The street address of the initial registered office of the Corporation is 2021 Plaza Tower, 800 South Gay Street, Knoxville, Knox County, Tennessee 37929, and the initial registered agent for the Corporation at that office is J. Christopher Kirk.
5. **Incorporator.** The name and complete address of the incorporator is Benet S. Theiss, 2021 Plaza Tower, 800 S. Gay Street, P.O. Box 550, Knoxville, Tennessee 37901.
6. **Principal Office.** The street address of the principal office of the Corporation is 2021 Plaza Tower, 800 South Gay Street, Knoxville, Tennessee 37929.
7. **Nonprofit.** The Corporation is not for profit.
8. **Members.** The Corporation will have members.
9. **Purpose.** The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the support of the trial gardens currently

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maintained by The University of Tennessee-Knoxville's Department of Ornamental Horticulture and Landscape Design and the Knoxville Agricultural Experiment Station, organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provisions of any future United States Internal Revenue law).

10. **No Private Inurement/Activities.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its members, 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 purposes set forth in Paragraph 9 hereof. No member, director, officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

11. **Dissolution.** Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all remaining assets to the Department of Ornamental Horticulture and Landscape Design, The University of Tennessee-Knoxville, provided that such distribution is in accordance with the provisions of Section 501(c)(3) of the Code. Any assets not so disposed of

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shall be distributed to an organization with a similar purpose that qualifies as an exempt organization under Section 501(c)(3) of the Code.

**Immunity from Suit.** The Directors of the Corporation shall be immune from suit arising from the conduct of the affairs of the Corporation except that the Directors shall be liable for monetary damages when such conduct amounts to willful, wanton or gross negligence. Any liability of a Director (or his estate, heirs and personal representatives) shall be limited to the fullest extent allowed by the laws of the State of Tennessee as may hereinafter be adopted or amended.

13. **Amendments.** Any amendments to this Charter shall be made in accordance with the provisions of the laws of the State of Tennessee.

14. **References to Internal Revenue Code.** All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provisions of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Tennessee shall be deemed to refer to the laws of the State of Tennessee as now in force or hereafter amended.

DATED: This 30<sup>th</sup> day of March, 1993.

THE FRIENDS OF THE GARDENS  
AT THE UNIVERSITY OF TENNESSEE, INC.

BY: Benét S. Theiss  
Benét S. Theiss  
Incorporator

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