

1 **STATE OF TENNESSEE**

2
3 **AMENDED AND RESTATED CHARTER**
4 **OF**
5 **ENCORE MINISTRY FOUNDATION, f/k/a GOLDEN CROSS FOUNDATION**
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7 Pursuant to the provisions of Tennessee Code Annotated § 48-60-106, part of the
8 Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred
9 to as the "Act"), the undersigned corporation adopts the following Amended and Restated
10 Charter:

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12 The name of the corporation was formerly Golden Cross Foundation (Control
13 #000770540).

14
15 The text of the Charter of Golden Cross Foundation is hereby deleted in its
16 entirety and replaced by the following text:

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18 **I. Name and Filing**
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20 The new name of the corporation is ENCORE Ministry Foundation (hereinafter
21 referred to as the "Corporation"). The Amended Charter of the Corporation is being filed
22 pursuant to the Tennessee Nonprofit Corporation Act, as amended from time to time (the
23 "Act").

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25 **II. Benefit**

26 The corporation is a public benefit corporation.

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28 **III. Not-For-Profit Religious Corporation**
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30 The Corporation is a not-for-profit religious corporation and operates as an
31 extension ministry of the Tennessee-Western Kentucky Conference of The United
32 Methodist Church (the "Church"). It is intended that the Corporation shall have the status
33 of a religious corporation which is exempt from federal income taxation under
34 Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding
35 provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an
36 organization described in Section 501(c) (3) of the Code. It also is intended that the
37 Corporation shall not be a private foundation by reason of being described in
38 Section 509(a) (3) of the Code.

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40 **IV. Office, Registered Agent**
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42 The registered office of the Corporation is located at 304 South Perimeter Park
43 Drive, Nashville, Davidson County, Tennessee 37211; and the name of the registered
44 agent at this address is Kent McNish.
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49 **V. Principal Office**

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51 The principal office is located 304 South Perimeter Park Drive, Nashville,
52 Davidson County, Tennessee 37211.

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54 **VI. Incorporator**

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56 The name and address of the Incorporator is Kent McNish, 304 South Perimeter
57 Park Drive, Nashville, Davidson County, Tennessee 37211.

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59 **VII. Members**

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61 The Corporation will not have members.

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63 **VIII. Purpose**

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65 The Corporation is organized exclusively for charitable, religious, educational, or
66 scientific purposes including, for such purposes, the making of distributions to
67 organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal
68 Revenue Code, or the corresponding section of any future tax code. In furtherance of its
69 exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,
70 the organization is organized and operated exclusively for the benefit of, to perform the
71 functions of, or to conduct the purposes of the Tennessee-Western Kentucky Conference
72 of the United Methodist Church. The Corporation's purpose includes (1) providing
73 assistance in funding ongoing ministries and services with Older Adults in the Local
74 Churches of the Tennessee-Western Kentucky Conference and in the Tennessee-
75 Western Kentucky Conference as a whole and (2) providing funding to promote and
76 expand ministries with Older Adults in the Tennessee-Western Kentucky Conference and
77 (3) providing expertise, assistance, support and funding for strategic planning to the
78 Tennessee-Western Kentucky Conference for the expansion of innovative and effective
79 ministries with Older Adults.

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81 The Corporation is organized to engage in any activity, including the raising of
82 funds, the receipt and acceptance of property, whether real, personal, or mixed, by gift,
83 devise, bequest, or otherwise from any person or entity; the retention, administration and
84 investment of such property in accordance with the terms of this Charter, the
85 Corporation's By-Laws and the beliefs and practices of the Church; and the distribution
86 of such property to or for the purposes herein delineated; and to exercise any and all
87 powers, rights and privileges, afforded a nonprofit corporation under the Act.
88 Notwithstanding any other provision of this Charter, the Corporation shall not carry on any
89 other activities not permitted to be carried on by any of the following: (a) a corporation
90 exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation
91 contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of
92 the Code; or (c) a nonprofit corporation organized under the laws of the State of
93 Tennessee pursuant to the Act.

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IX. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, and by such officers as shall be described in the By-Laws of the Corporation. At all times, at least sixty percent (60%) of the members of the organization's Board of Directors must be elected by the membership of the Tennessee-Western Kentucky Conference of the United Methodist Church, an organization required to act in accordance with *The Book of Discipline of The United Methodist Church*. The number of directors who shall comprise the membership of the Board of Directors shall be set forth in the By-Laws of the Corporation, but the number of directors shall not be less than three (3).

X. Duration

The period during which the Corporation shall operate is perpetual.

XI. Limited Personal Liability of Directors

No person who is or was a director of the Corporation, nor such person's heirs, executors, administrators, or legal representatives (collectively referred to for purposes of this paragraph as a "director"), shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. However, this provision shall not eliminate or limit the liability of a director (a) for any breach of a director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) under Section 48-58-302 of the Act. No repeal or modification of the provisions of this Article, either directly or by the adoption of provisions inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

XII. No Private Inurement/No Legislative or Political Activity

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

XIII. Private Foundation Limitations

In the unlikely event that the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, the Corporation shall make distributions at

144 such time and in such manner as not to subject the Corporation to tax under Section 4942
145 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of
146 the Code; shall not retain any excess business holdings, as defined in Section 4943(c) of
147 the Code; shall not make any investments in a manner that would subject the Corporation
148 to tax under Section 4944 of the Code; and shall not make any taxable expenditures, as
149 defined in Section 4945(d) of the Code.

150 **XIV. Distributions on Dissolution**

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152 The Board of Directors shall have the authority to dissolve and terminate the
153 Corporation by two-thirds (2/3) affirmative vote of all the members of the Board of
154 Directors then in office, subject to approval by the Tennessee-Western Kentucky
155 Conference of the United Methodist Church. Upon the dissolution of the organization, all
156 assets of the organization remaining after all liabilities and obligations of the organization
157 have been paid, satisfied, and discharged, will be transferred, conveyed, and distributed
158 to the Tennessee-Western Kentucky Conference of the United Methodist Church.
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161 If on the date of such proposed distribution, the Tennessee-Western Kentucky
162 Conference of the United Methodist Church is no longer in existence or does not qualify
163 for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the
164 corresponding section of any future federal tax code, the assets of the organization shall
165 be transferred, conveyed, and distributed to the United Methodist entity (the "Successor
166 Organization") entitled under *The Book of Discipline of The United Methodist Church*, or
167 by other General Conference, Jurisdictional Conference, Annual Conference, or District
168 action, to receive the assets of the Tennessee-Western Kentucky Conference of the
169 United Methodist Church upon its dissolution.
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171 If pursuant to the preceding paragraphs, the organization's assets are to be
172 distributed to the Successor Organization, but on the date of the proposed distribution,
173 the Successor Organization is no longer in existence or does not qualify for exempt status
174 under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of
175 any future federal tax code, the assets of the organization shall be transferred, conveyed,
176 and distributed to such other United Methodist related organization(s) as may be specified
177 in, or provided for, under a Plan of Distribution adopted by this organization; provided
178 however, that in any event, each such distribute organization shall be exempt under the
179 provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding
180 section of any future federal tax code.
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182 **XV. Amendments to Charter**

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184 The provisions of this Charter may be amended or additions made, except where
185 provisions of this Charter limit the right to amend, by two thirds (2/3) affirmative vote of
186 the Board Members then in office and by a majority affirmative vote of the delegates of
187 the Tennessee-Western Kentucky Annual Conference at its annual session.
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189 Any amendments to the provisions contained in Article V, VII, IX, XI, XII, XIV, and
190 XV shall require the approval of the Tennessee-Western Kentucky Conference of the
191 United Methodist Church.

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193 **XVI. Effective Date**

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195 This Amended and Restated charter shall be effective on January 1, 2022,
196 regardless of whether filed earlier with the Secretary of State of the State of Tennessee.

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198 **XVII. Board Approval**

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200 This Amended and Restated Charter was approved by the Board of Directors on
201 October 15, 2021.

202
203 In witness whereof, the undersigned, on behalf of the Board of Directors, execute
204 this Amended and Restated Charter on this the 15th day of
205 October, 2021.

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210 Chair, Board of Directors

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215 Secretary, Board of Directors
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