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AMENDED AND RESTATED CHARTER OF THE TENNESSEE-  
WESTERN KENTUCKY CONFERENCE OF THE UNITED  
METHODIST CHURCH, INC., f/k/a TENNESSEE  
CONFERENCE, UNITED METHODIST CHURCH, INC.

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Pursuant to the provisions of Tennessee Code Annotated § 48-60-105, part of the Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred to as the “Act”), the undersigned corporation adopts the following Amended and Restated Charter:

1. The name of the corporation is Tennessee Conference, United Methodist Church, Inc. (Control #000458193).

2. The text of the Charter of Tennessee Conference, United Methodist Church is hereby deleted in its entirety and replaced by the following text:

**AMENDED AND RESTATED CHARTER**

1. The new name of the Corporation is Tennessee-Western Kentucky Conference of the United Methodist Church, Inc. (the “Corporation”)
2.
  - a) This Corporation is a public benefit corporation.
  - b) The Corporation is a religious corporation.
  - c) The Corporation will have members, consisting of the lay and clergy members of the Tennessee-Western Kentucky Annual Conference. These members shall have the powers and authorities reserved to the members of the Annual Conference as outlined in the *Book of Discipline of the United Methodist Church* (“The Discipline”).
3. The name and complete address of the initial registered agent and principal office in the State of Tennessee shall be:

William L. Davis, Jr.  
304 S. Perimeter Park Drive, Suite 4  
Nashville, Tennessee 37211  
Davidson County

4. The address of the principal office of the Corporation shall be:

304 S. Perimeter Park Drive, Suite 4  
Nashville, Tennessee 37211  
Davidson County

5. The Corporation is not for profit.
  6. This document is to be effective upon filing with the Tennessee Secretary of State.
  7. The duration of the Corporation is perpetual.
  8. If for any reason the Corporation shall be dissolved, abandoned, discontinued, or cease to exist as a legal entity and its Charter shall expire or be terminated, upon dissolution of the Corporation, after paying or making provisions for payment of all the liabilities of the Corporation, the title to all assets of the Corporation shall be vested and become the property of the Southeastern Jurisdictional Conference of The United Methodist Church, Inc., pursuant to The Discipline, and if the Southeastern Jurisdictional Conference of The United Methodist Church, Inc. should not be in existence, then to any successor United Methodist organization as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, and if there are no successor United Methodist organization, then all assets of the Corporation shall be disposed of strictly and exclusively for either charitable, education, religious or scientific purposes to a corporation as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose. Provisions for dissolution, abandonment, discontinuance or cessation shall comply fully with the requirements of The Discipline.
  9. The Corporation is organized for the following purposes:
    - a) To provide for the administration and programs of the United Methodist Church in the Tennessee-Western Kentucky Conference. To promote the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes;
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- c) To acquire, own, and maintain real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects. All such property, real or personal, shall be held in trust for the United Methodist Church subject to 2501 and all other applicable provisions of the Discipline.
  - d) To do any and all things necessary or incident to the accomplishment of such purposes, so long as such activities conform to applicable law, the Discipline, and the Standing Rules and Policies of the sole member; and
  - e) To engage in any and all lawful activities which are exclusively for charitable, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or as the same may from time-to-time be amended.

10. The above purposes and all business of this Corporation shall be conducted in conformity with the Discipline of The United Methodist Church and the Bylaws and Standing Rules of the Tennessee-Western Kentucky Conference of the United Methodist Church, Inc., as the same now exist or as may hereafter be amended, changed, or modified, and the bylaws of the Corporation shall be consistent with the provisions of the Discipline and the Standing Rules. All bylaws and regulations of this Corporation shall at all times be in conformity with the Discipline of The United Methodist Church.
11. At no time or under any circumstances shall any of the activities of the Corporation be directed toward or in furtherance of any activity or function which would disqualify the Corporation from exemption under 501(c)(3) of the Internal Revenue Code of 1954, or the provisions of Tennessee Code Annotated 48-51-101, et seq., relating to non-profit corporations in Tennessee, or as the same may from time-to-time be amended.
12. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons.
13. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, 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 provision of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended or replaced, or any activity inconsistent with or in conflict with the provisions of Tennessee Code Annotated 48-51-101. et seq., governing Not for Profit Corporations in Tennessee.
14. The Board of Directors of the Corporation shall be elected by the membership of the Corporation as governed by the Discipline
15. The Corporation shall support the Doctrine of The United Methodist Church and all its property, both real and personal, shall be subject to the Discipline, Laws, and Usages of The United Methodist Church, as are now or shall be, from time to time, established, made, and declared by the lawful authority of the said church.

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BY:

THIS DOCUMENT PREPARED BY:  
Buerger, Moseley & Carson, PLC  
306 Public Square  
Franklin, TN 37064  
615-794-8850