

CHARTER
of
MIDDLE TENNESSEE COLLABORATIVE ALLIANCE

The undersigned, acting as the incorporator of a nonprofit corporation under T.C.A. § 48-51-101 et. seq., the Tennessee Nonprofit Corporation Act, adopts the following Charter for that corporation:

1. The name of the corporation is Middle Tennessee Collaborative Alliance.
2. The corporation is a mutual benefit corporation.
3. The corporation is not a religious corporation.
4. The name and address of the initial registered agent of the corporation is Sandy Arons, 1932 Bristol Court, Brentwood, Tennessee 37027.
5. The name and address of the incorporator is Benjamin Papa, 5500 Maryland Way, Suite 133, Brentwood, Tennessee 37027.
6. The street address of the initial principal office of the corporation is 5500 Maryland Way, Suite 133, Brentwood, Tennessee 37027.
7. The corporation is not for profit.
8. The corporation will have members.
9. The corporation will be organized and will operate in such a manner as to be eligible for exemption from taxation under section 501 (c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.
10. The specific purposes of this corporation are to 1.) promote the non-adversarial resolution of conflicts, through collaborative law, a process which resolves conflicts with cooperative, rather than confrontational techniques, in which lawyers do not litigate, but use a multi-disciplinary professional approach to solving problems in a respectful and creative manner and 2.) to educate the public. 3.) to engage in any other lawful activity consistent the purposes of the corporation
11. Upon dissolution of this corporation, any remaining assets will be distributed to one or more nonprofit corporations recognized by the Internal Revenue Service as exempt from taxation under section 501 (c)(6) of the Internal Revenue Code of 1986, according to a plan of dissolution approved by the corporation's board of directors.
12. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

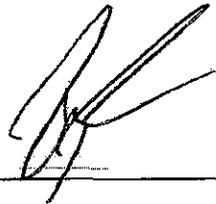
STATE OF TENNESSEE
2010 OCT 14 10:57 AM
FILED
EDWARD R. BROWN, CLERK

6780.0076

make payments and distributions in furtherance of the purposes as set forth herein.

13. Notwithstanding any other provisions 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 taxation under Section 501(c)(6) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code.
14. The corporation is authorized to indemnify its officers, directors, agents and employees against any claims or suits or costs as provided in T.C.A. § 48-58-501, et. seq.

5758.0077



Benjamin Papa
Incorporator

Date: 9-21-10

STATE OF MISSISSIPPI
2010 OCT -6 AM 8:57
SECRETARY OF STATE