



BILL GARRETT, Davidson County

Trans: T20110047082 CHARTER  
Recvd: 08/02/11 15:38 6 pgs  
Fees: 7.50 Taxes: 0.00



20110802-0059432

**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Catholic Community Foundation of Middle Tennessee, Inc.  
2400 Twenty-First Avenue, South  
NASHVILLE, TN 37212-5387

August 1, 2011

### Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # :	664252	Formation Locale:	Davidson County
Filing Type:	Corporation Non-Profit - Domestic	Date Formed:	08/01/2011
Filing Date:	08/01/2011 3:15 PM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2012
Duration Term:	Perpetual	Image # :	6923-1437
Public/Mutual Benefit:	Public		

#### Document Receipt

Receipt # : 520195	Filing Fee:	\$100.00
Payment-Check/MO - TAYLOR,PIGUE, MARCHETTI & MINK, PLLC, NASHVILLE, TN		\$100.00

#### Registered Agent Address

L GINO MARCHETTI JR  
2908 POSTON AVE  
NASHVILLE, TN 37203

Congratulations on the successful filing of your **Charter for Catholic Community Foundation of Middle Tennessee, Inc.** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett  
Secretary of State

Processed By: Tammy Morris

CHARTER  
OF

FILED

RECEIVED  
STATE OF TENNESSEE  
2011 AUG -1 PM 3:15

CATHOLIC COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC.

The undersigned natural person, having capacity to contract and acting as incorporator of a Corporation under the Tennessee Nonprofit Corporation Act, T.C.A. § 48-51-101, *et seq*, adopts the following charter for such Corporation:

1. The Name of the Corporation is Catholic Community Foundation of Middle Tennessee, Inc., hereinafter the "Corporation."

2.

A. The duration of the Corporation is perpetual.

B. The fiscal year end of the Corporation is: June 30.

3.

A. The address and principal office of the Corporation in the State of Tennessee shall be: Catholic Community Foundation of Middle Tennessee, Inc., 2400 Twenty-First Avenue, South, Nashville, Davidson County, Tennessee 37212-5387.

B. The registered agent of the Corporation shall be: L. Gino Marchetti, Jr., Legal Counsel, 2908 Poston Avenue, Nashville, Davidson County, Tennessee 37203-1312.

C. The name and address of the incorporator shall be: L. Gino Marchetti, Jr., Taylor, Pigue, Marchetti & Mink, PLLC, 2908 Poston Avenue, Nashville, Davidson County, Tennessee 37203-1312.

4. The Corporation is a not for profit and public benefit Corporation.

The Corporation is irrevocably dedicated to, and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of any individual, 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 herein.

5. No Member, Director, Officer or Committee Member shall receive any payment or compensation for serving in such a position.

6. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the

corresponding provisions of any future United States Internal Revenue Code. These purposes include the following:

A. To provide oversight and assistance as the philanthropic advisor to charitable causes, ministries and services located and serving within the geographical confines of The Catholic Diocese of Nashville and to effectively establish, develop, maintain and actively pursue funding for various charitable and outreach programs to further the mission of The Catholic Diocese of Nashville;

B. To review and oversee strategic plans for the creation and operation of a development and advancement program, to foster stewardship, planned giving and other giving opportunities in order to help parishes, schools and Catholic organizations meet their long-term financial needs;

C. To actively seek endowment funds that provide for long-term financial support of Catholic causes, ministries and services;

D. To effectively establish, develop, maintain and actively pursue funding for various charitable and outreach programs to further the mission of The Catholic Diocese of Nashville;

E. To help donors achieve their charitable goals by providing tax efficient mechanisms for supporting churches, ministries and institutions;

F. To provide responsible and effective financial management of the funds entrusted to the Corporation while distributing earnings according to donor intent and community needs by investing a significant portion of its assets in socially responsible investments based on Catholic moral principles and traditional Catholic moral teaching consistent with the United States Conference of Catholic Bishops' guidelines;

G. To manage the development and implementation of a comprehensive advancement and public relations program for planned giving within The Catholic Diocese of Nashville;

H. To provide oversight, evaluation and direction on fund and money management and the fiscal and investment policies and strategies related to donations to the Corporation;

I. To serve as agent for other entities, foundations and charitable organizations;

J. To provide responsible and effective management of contributed funds and to provide oversight and assistance to carry out charitable purposes, causes or services so long as said purposes, causes or services are not in contravention of Catholic moral principles and traditional

RECEIVED  
STATE OF TENNESSEE  
2011 AUG -1 PM 3:15  
SECRETARY OF STATE

0923.1430



Catholic moral teaching consistent with the United States Conference of Catholic Bishops.

7. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of any future United States Internal Revenue Law. The Corporation is organized exclusively for public benefit and educational, religious, charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the receipt and acceptance of property, whether real, personal or mixed, by gift or bequest from any person or entity; the retention, administration and investment of such property in accordance with the terms of this Charter and the Corporation's Bylaws; and the distribution of such property for the purposes herein delineated. The Corporation is organized to engage in any activity and to exercise any and all powers, rights and privileges, afforded a non-profit corporation under the Act. Notwithstanding any other provision of this Charter the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding provision of any future federal tax laws; (ii) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code or any corresponding provisions of any future federal tax law; (iii) a nonprofit corporation organized under the laws of the State of Tennessee pursuant to the Act.

8. Further, the Corporation declares that the deposits and accounts held by the Corporation in any amount designated as the Catholic Community Foundation of Middle Tennessee, Inc. at any financial institution are held in trust for the benefit of the individuals, parishes, institutions, corporations, trusts and beneficiaries which maintain specific account holdings in said Catholic Community Foundation of Middle Tennessee, Inc. Said funds are held pursuant to the terms of the laws of the State of Tennessee, the applicable Canon Law of the Roman Catholic Church and the Norms of the Catholic Diocese of Nashville, as they now exist, or as they may exist in the future. Said account holdings of the individuals, parishes, institutions, corporations, trusts and beneficiaries with the Corporation are the property of the individuals, parishes, institutions, corporations, trusts and beneficiaries and are not the property of the Diocese of Nashville.

9. The powers of the Corporation are:

A. To apply for grants, loans, participation arrangements and funding of all types in connection with or incidental to the corporate purposes of the Corporation;

B. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trust and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof, where appropriate, for exclusively charitable purposes in connection with promoting and advancing the charitable activities of the Corporation.

C. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or

RECEIVED  
STATE OF TENNESSEE  
2011 AUG -1 PM 3:16  
CLERK OF THE COURT OF STATE

0923-1439



incidental to the accomplishment of the Corporation's purposes.

D. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property, or issue bonds or other means of securing financing.

E. To exercise fiduciary powers to the fullest extent permissible by law and to enter into any authorized trust agreements and give bond for the performance of such fiduciary relationships and to consult with, retain and otherwise deal with banks, financial institutions, trust companies or investment advisors in all matters determined by the Board of Directors to be in the best interests of the Corporation, so long as such activity is in compliance with the provisions of this Charter, and as may be permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of any future United States Internal Revenue Code.

F. To do and perform all acts reasonably necessary for or incidental to the accomplishment of the purposes of the Corporation, and to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or exercise under the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated, Section 48-51-101, et seq., and the corresponding provision of any future Tennessee Nonprofit Corporation Act, and as may be permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of any future United States Internal Revenue Code.

10. This Corporation shall have Members. The Members shall be the Bishop of The Catholic Diocese of Nashville, the Vicar General(s) and Moderator of the Curia of The Catholic Diocese of Nashville.

11. Subject to the Code of Canon Law and the Norms of the Diocese of Nashville, the affairs of the Corporation shall be managed by a Board of Directors of not less than seven (7) and no more than thirteen (13) Directors.

12. No Director shall have the right to exercise veto power over the actions of the Board of Directors or the Corporation.

13. The Corporation shall indemnify and hold harmless its Members, Directors, Officers, and Agents to the fullest extent permissible under the Tennessee Nonprofit Corporation Act, and any amendment thereto.

14. Subject to Membership approval, the Charter may be amended at any regular or specially called meeting of the Board of Directors by a vote of seventy percent (70%) approval of the total number of Directors currently in office, provided a quorum is present. Except as noted herein, at least sixty percent (60%) of the Board of Directors, or any committee thereof, represented in

RECEIVED  
STATE OF TENNESSEE  
2011 AUG 11 3 16  
THE HARGETT  
SECRETARY OF STATE

ES23-144B

5923.1441

person, shall constitute a quorum at all meetings of the Board of Directors or such respective committee thereof.

15. Upon the dissolution of the Corporation after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors of the Corporation shall distribute the assets of the Corporation to the individual trusts or beneficiaries in accordance with the account balance of each individual participating trust or beneficiary which has funds deposited with the Corporation, said funds to be used exclusively for the charitable, religious and educational purposes of the individual trust or beneficiary. Any assets not so distributed shall be distributed to one or more organizations subject to the canonical jurisdiction of the Bishop of the Diocese of Nashville and shall be an organization described under Section 501(c)(3) and 170(c)(2) of the Code or any corresponding provisions of any future federal tax laws. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with distribution of assets to be made for such religious, educational and charitable purposes, or to such organizations which are organized and operated exclusively for such purposes as such court shall determine.

16. This Charter shall be effective immediately upon filing with the Tennessee Secretary of State.

Dated this 29<sup>th</sup> day of July, 2011.

CATHOLIC COMMUNITY FOUNDATION OF  
MIDDLE TENNESSEE, INC.

By:   
L. Gino Marchetti, Jr., Incorporator

RECEIVED  
STATE OF TENNESSEE  
2011 AUG - 1 PM 3:16  
L. GINO MARCHETTI  
SECRETARY OF STATE