

STATE OF TENNESSEE
AMENDED AND RESTATED CHARTER
OF
THE DAN AND MARGARET MADDOX FUND, INC.
AMENDING THE NAME OF THE CORPORATION AND AMENDING CERTAIN OTHER
PROVISIONS OF THE CHARTER

Pursuant to the Tennessee Nonprofit Corporation Act (the "Act"), the undersigned hereby adopts the following Charter for the above-mentioned corporation:

1. *Name.* The name of the corporation (the "Corporation") is changed from "The Dan and Margaret Maddox Charitable Fund, Inc." to "The Dan and Margaret Maddox Fund, Inc."
2. *Not for Profit Corporation.* The Corporation is a public benefit corporation and is a not for profit corporation. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(3) thereof and that is a "private foundation" as defined in Section 509(a) of the Code.
3. *Registered Office and Registered Agent.* The address of the Corporation's registered office is 100 Taylor Street A-20 Nashville Tennessee 37208, and the name of the Corporation's registered agent at that office is Mary K. Friskics-Warren. The registered office and the registered agent may be changed from time to time by the Board of Directors in accordance with the procedures specified in Title 48, Chapter 55, of the Tennessee Code Annotated or successor provisions thereof.
4. *Members.* The Corporation will not have members.
5. *Purposes.* The Corporation is organized exclusively for charitable, religious, scientific, literary or education purposes (hereinafter "Charitable Purposes") within the meaning of Section 501(c)(3) of the Code. The purpose of the Corporation is to make grants to charitable, religious, scientific, literary or education organizations exempt from taxation pursuant to Section 501(c)(3) of the Code, other than private foundations (i.e., only to publicly supported charities), and governmental units within the meaning of Section 170(c)(1) of the Code, for the benefit of Middle Tennessee. The Corporation is not formed for financial or pecuniary gain; and no part of the assets of the Corporation, either principal or income, shall inure or be paid to or for the benefit of any private

individual other than in payment of reasonable compensation and other ordinary and necessary expenses incurred for the benefit of the Corporation, and provided further than no substantial part of the direct or indirect activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office nor any other activity incompatible with the exempt purposes of the Corporation. While not limiting the discretion of the Board of Directors in carrying out the purposes of the Corporation, the Board of Directors shall give consideration to charitable activities and endeavors that make a positive difference in the lives of young people and the conservation of wildlife resources, among other charitable purposes.

6. *Restrictions.* The Board of Directors shall carry out the purposes of the Corporation subject to the following restrictions:
 - 6.1 The Corporation (a) shall distribute its income for each tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code; (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, which would subject the Corporation to tax under Section 4943 of the Code; and (d) shall not make any investments in a manner that would incur tax liability under Section 4944 of the Code. The Board of Directors shall make no distribution that: (i) is a taxable expenditure as defined in Section 4945(d) of the Code; (ii) is an individual grant described in Section 4945(g) of the Code; or (iii) is a distribution which requires the exercise of "expenditure responsibility" as defined by Section 4945(h) of the Code. In order fully to effectuate the provisions of this Section, the Corporation shall adopt such procedures and shall otherwise adhere to such legal and regulatory requirements, as may from time to time be necessary, in order fully to comply with all applicable tax and other laws and regulations.
 - 6.2 *Encroachment of Principal.* Notwithstanding the provision of Tenn. Code Annot. Section 35-10-21, et seq., known as the Uniform Prudent Management of Institutional Funds Act, the Board of Directors shall conduct the affairs of the Corporation so as to preserve the assets of the Corporation as a permanent endowment and shall make grants principally from Corporation income. Realized capital gains shall be treated as principal; unrealized gains shall not be expended. The Board of Directors shall be authorized to establish an annual budget for grant expenditures based upon 102% of the required distributions under Section 4942 of the Code and Tenn. Code Annot. Section 35-9-102, (the "Grant Budget"). In establishing the Grant Budget, the Board of Directors shall take into account all credits for distributions carried forward from prior years. In the event that in any given year, the income of the Corporation is insufficient to make grants in an amount sufficient to satisfy the Grant Budget, then the Board of Directors may

encroach upon the principal assets of the Corporation in the minimum amount necessary in order to meet any Grant Budget.

- 6.3 Geographic Restrictions. Grants shall be made only to organizations described in Section 501(c)(3) of the Code and governmental units solely for the Charitable Purposes of the Corporation (such organizations hereinafter referred to as “Qualified Organizations”) whose principal place of business is located in Middle Tennessee and/or Qualified Organizations whose principal place of business is located outside of Middle Tennessee and/or whose charitable activity to be supported by the Corporation is to be performed in Middle Tennessee. “Middle Tennessee” shall mean the Middle Grand Division of the State of Tennessee as defined by Tenn. Code Annot. Section 4-1-203. No grants shall be made to foreign organizations.
- 6.4 Affiliation with Grant Recipient. No individual Director shall propose or vote in favor of any grant to a recipient with whom the Director is directly or indirectly affiliated.
- 6.5 Prohibition on Loans. The Corporation shall not make loans or guarantees, except in connection with the reasonable investment management of Corporation assets, and consistent with the Corporation’s investment policy. No loans or guarantees shall be made under any circumstances by the Corporation to a Director, or any person or entity related, directly or indirectly, to a Director.
- 6.6 Restrictions on Fundraising. The Corporation and its Board of Directors shall not engage, directly or indirectly, in the solicitation of gifts to the Corporation, nor shall the Corporation engage in any fundraising activities. Notwithstanding the foregoing, the Corporation is authorized to receive unsolicited additions to the Corporation in the form of donations, bequests, or gifts, so long as such donations, bequests or gifts are added to the principal assets of the Corporation and are unrestricted.
- 6.7 Limitation on Activities of Corporation. At all times, notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provisions of the Charter:
 - (a) The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, which is inconsistent with the Charitable Purposes as stated in Section 7 hereof or that will or might prevent it at any time from qualifying as a corporation described in Sections 501(c)(3) and 170(c) of the Code as well as a “private foundation” as defined in Section 509 of the Code;
 - (b) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated,

other than exclusively for the promotion of the Charitable Purposes of the Corporation as set forth in Section 7 hereof and consistent with Sections 501(c)(3) and 170(c) of the Code; and

- (c) Notwithstanding any other provisions of this Charter, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Sections 501(c)(3) and 170(c) of the Code as well as a “private foundation” as defined in Section 509 of the Code.

7. *Board of Directors.* The business and affairs of the Corporation shall be managed under the direction of a Board of Directors.

- 7.1 *Number and Qualification.* The number of Directors comprising the Board of Directors shall be not less than seven (7) and not more than fifteen (15). The Directors shall be natural persons who are permanent residents of Middle Tennessee who have attained the age of twenty-one (21) years.
- 7.2 *Terms.* Members of the Board of Directors may serve two consecutive 3-year terms. However, the first term may be adjusted in length as needed to maintain a balanced rotation or for reasons deemed necessary by the Board of Directors.
- 7.3 *Reappointment After Serving Two Successive Terms.* A Director may be reappointed after serving two successive terms provided the Director has not served for at least one year after the second successive term.
- 7.4 *Policies and Procedures.* The Board of Directors shall adopt such policies and procedures it deems reasonable and appropriate for the conduct of the exempt purposes of the Corporation. In this regard, the Board of Directors shall at a minimum adopt the following required policies: (i) Conflict of Interest; (ii) Investments; (iii) Records Retention; (iv) Travel and Expense Reimbursement; (v) Grant Making and Evaluation; (vi) Complaint; (vii) Standards of Conduct, including discrimination, sexual harassment, and whistle-blower protection; and (viii) Reasonable Compensation of employees.
- 7.5 *Removal of Directors.* Directors may be removed only for cause by a vote of the majority of all of the Directors serving at the time of the vote.
- 7.6 *Quorum.* The requirement of a quorum of a meeting of the Board of Directors shall be satisfied by the attendance of a simple majority of all Directors then serving.
- 7.7 *Actions of the Board of Directors.* If a quorum is present at a meeting of the Board of Directors, action shall be deemed taken by a majority of Directors present at the meeting, unless a greater vote is required by the Act.

8. *Officers.* The Corporation shall have such officers as are described in the Bylaws of the Corporation and as are elected by the Board of Directors.

9. *Limited Personal Liability of Directors.* To the full extent that the Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, a Director of the Corporation shall not be personally liable to the Corporation for monetary damages for a breach of fiduciary duty as a director, except for liability: (i) for any breach of the Director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) under Section 48-58-304 of the Act, as the same exists or hereafter may be amended. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the full extent permitted by the amended Act. Any repeal or modification of this Section 10 shall be prospective only and shall not adversely affect any limitation on or elimination of the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

10. *Distribution of Assets Upon Dissolution.* Upon the dissolution of the Corporation, after paying or making provision for payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation in such manner as determined solely by the Board of Directors, but subject to the approval of the Attorney General of the State of Tennessee and the Seventh Circuit Court of Davidson County, Tennessee (Probate Division), exclusively for the Charitable Purposes of the Corporation within the meaning of Code Section 501(c)(3) and 170(c)(2), or any corresponding provision of any future federal tax laws. Any assets not so disposed of shall be disposed of pursuant to a Petition duly filed by the Tennessee Attorney General and the Seventh Circuit Court of Davidson County, Tennessee (Probate Division), with the distribution of assets to be made for such charitable purposes, or to such governmental units then described under Code Section 170(c)(1) of the Code, or to such organization or organizations then described in Code Sections 501(c)(3) and 170(c)(2), or any corresponding provision of any future federal tax laws, as such court shall determine.

DATED: October 28, 2019

Sallie Bailey, Chair and President