

**SECOND RESTATED CHARTER
OF THE
EAST TENNESSEE STATE UNIVERSITY
FOUNDATION, INC.
(A Corporation Not For Profit)**

History. The date the original Charter was filed by the Secretary of State was November 4, 1970. The Charter was amended and restated on August 24, 1977, pursuant to the Restated Charter. The Restated Charter restated the text of the Charter, deleting all of the original text except the name of the Corporation, and adopting additional provisions (Article IIs through Article XI of Part I thereof).

Under Section 48-304 of the General Corporation Act Pursuant to the provisions of Section 48-304 of the Tennessee General Corporation Act, the undersigned Corporation not for profit adopts the following Restated Charter:

ARTICLE I – Name

The name of this corporation shall be EAST TENNESSEE STATE UNIVERSITY FOUNDATION.

ARTICLE II – Address

The address of the principal office of the corporation in the State of Tennessee shall be Johnson City, County of Washington.

ARTICLE III – Duration

The duration of the corporation is perpetual.

ARTICLE IV – Profit Status

The corporation is not for profit.

ARTICLE V – Purpose

The purposes for which this corporation is organized and the general nature of the business to be transacted shall be to receive and hold by gift, bequest, devise, grant or purchase any real or personal property, and to invest and reinvest and to use and to dispose of the same for the purpose of supplementing the funds otherwise made available, for the designing, planning, development and operation of both the educational and physical facilities of the university located at Johnson City, Tennessee; for the purpose of providing, maintaining and improving the various libraries of said University, its several colleges, schools and departments; for the purpose of providing said University, its several colleges, schools and departments with funds with which to acquire or purchase real or personal property and to pay for services and constructions; for the purpose of providing students attending said University with funds to pursue their collegiate training; and for the purpose of providing funds to carry on any proper activities of said University.

ARTICLE VI – Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII – Powers

The general powers of the corporation shall be as follows:

- a. To have all powers provided by law for a corporation not for profit which are consistent with an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954.
- b. To sue and be sued by the corporate name.
- c. To have and use a common seal, which it may alter at its pleasure.
- d. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instruments incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto.
- e. In general, to do and perform all things necessary to accomplish the purposes set forth in *Article V* and to have all power necessary, needful or desirable to encourage, promote and provide with funds obtained as aforesaid additional advantage to all students attending the said University, with full power, however, in the Board of Directors, to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of said University, provided, however, that the objects of the Corporation shall at all times be among the foregoing and kindred thereto.

The objects and purposes specified in *Article V*, shall, except where otherwise expressed in this article, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of this *Second Restated Charter*, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE VIII – Title

The title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Charter and Bylaws of the Corporation. Any gift, bequest, devise, or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE IX – Amendments

This Second Restated Charter may be amended at any meeting of the Board of Directors by resolution approved by the affirmative vote of a majority of said Board, present and voting at a meeting at which there is a quorum present and filed with and approved by the Secretary of State by law.

The Bylaws of the Corporation shall be made, amended, or repealed by majority vote of those members of the Board of Directors of the Corporation present and voting at a meeting at which there is a quorum present.

ARTICLE X – Dissolution

In the event of dissolution or final liquidation, all property, real or personal, then belonging to the Corporation shall be distributed, and after taking care of the claims of creditors and the cost of the proceeding, shall vest in East Tennessee State University at Johnson City, an agency of the State of Tennessee, and none of the property shall inure to the benefit of any officer or trustee of the Foundation. In the event East Tennessee State University ceases to exist or ceases to be an agency of the State, the residual assets of the corporation will be turned over to its successor if an agency of the State of Tennessee, or to one or more organizations which are exempt under sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or to the State of Tennessee for exclusive public educational purposes.

The Board of Directors of East Tennessee State University Foundation adopted this Restated Charter at a duly called meeting on September 5, 2019.