

**CHARTER  
OF  
KNIGHTS OF COLUMBUS  
MENTAL RETARDATION FOUNDATION OF TENNESSEE , INC.**

the undersigned natural person or persons having capacity to contract and acting as the incorporator or incorporators of a corporation under the Tennessee General Corporation act, adopt the following Charter for such corporation:

1. The name of the Corporation is Knights of Columbus Mental Retardation Foundation of Tennessee, Inc.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be R.R. 3, Post Office Box 313, South Fulton, Tennessee 42041
4. The corporation is not for profit.
5. The purpose of purposes for which the corporation is organized are to operate, conduct and carry on any of such religious, charitable, literary, scientific or educational activities as may be within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and in particular, without limitation upon the foregoing, to organize and to financially support new and existing programs designed to aid the mentally retarded and to financially assist such program and organizations that are directly concerned with the welfare of the mentally retarded.
6. The corporation shall have one class of members but shall issue no shares of stock, and shall not divide any dividends or profits among its members. This corporation shall vest in each member the right to vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporate assets. There shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.
7. (a) The corporation shall distribute its income for each taxable year at such time and insuch manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.  
  
(b) The corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.  
  
(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.  
  
(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of

any subsequent federal tax laws.

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Mental Retardation Foundation of Tn Inc.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(g) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Dated this 6th day of October, 1975

Signed: LEE L. PIOVARCY, INCORPORATOR

**ARTICLES OF AMENDMENT  
TO THE CHARTER OF  
KNIGHTS OF COLUMBUS MENTAL RETARDATION FOUNDATION  
OF TENNESSEE, INC.**

Pursuant to the provisions of Section 48-60-105 of the Tennessee Non-Profit Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Charter:

1. the name of the Corporation is Knights of Columbus Mental Retardation Foundation of Tennessee, Inc.

2. The text of each amendment adopted is as follows:

(a) The name of the Corporation is hereby changed to "The MR Foundation of Tennessee, Inc."

(b) The principal address of the Corporation, including city, state and zip code is 2897 emerald Street, P. O. Box 750955, Memphis, Tennessee 38115

(c) The name of the Registered agent is changed to Michael R. Drew, 2897 Emerald Street, P. O. Box 750955, Memphis, Tennessee 38115.

(d) To the maximum extent permitted by the provisions of section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph 1 which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a trustee or officer of the Corporation, or to such persons heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses actually incurred with respect to the Proceeding, all fines, judgements, penalties and amounts paid in settlement thereof, subject to the following conditions:

(1) The Proceeding was instituted by reason of the fact that such person is or was a trustee or officer of the Corporation; and

(2) The trustee or officer conducted himself or herself in good faith and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the trustee or officer

did not meet the standard of conduct herein described.

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Article of Amendments

The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph 2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representative, to the same extent as set forth in paragraph 1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in Subparagraph 2 above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by its By-Laws, by contract, or by general or specific action of the Board of Trustees.

3. The corporation is a non-profit corporation.
4. These amendments were duly adopted by the board of Directors of the Corporation without member approval as such was not required.
5. Additional approval for the amendment as permitted by T.C.A. 48-60-301 of the Tennessee Non-Profit Corporation Act was not required.
6. These amendments to the Charter of the Corporation shall be effective when these Articles are filed with the Secretary of State.

Dated this 31st day of January, 1996.

KNIGHTS OF COLUMBUS MENTAL RETARDATION  
FOUNDATION OF TENNESSEE, INC.

SIGNED: MICHAEL DREW, PRESIDENT

**ARTICLES OF AMENDMENT  
TO THE CHARTER OF  
KNIGHTS OF COLUMBUS MENTAL RETARDATION FOUNDATION  
OF TENNESSEE, INC.**

Pursuant to the provisions of Section 48-60-105 of the Tennessee Non-Profit Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Charter:

The text of each amendment adopted is as follows:

(b) The principal address of the Corporation, including city, state and zip code is 2908 Poston Avenue, Nashville, TN 37203

(c) The name of the Registered agent is changed to L. Gino Marchetti, Jr., 2908 Poston Avenue, Nashville, Tennessee 37203.

Dated this 28th day of October 2006.

KNIGHTS OF COLUMBUS MENTAL RETARDATION  
FOUNDATION OF TENNESSEE, INC.

SIGNED: MICHAEL DREW, PRESIDENT