



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

Grace Athletic Ministry Enterprises, Inc.
9750 WOLF RIVER BLVD
GERMANTOWN, TN 38139-5529

September 14, 2012

Filing Acknowledgment

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

SOS Control # :	695683	Formation Locale:	TENNESSEE
Filing Type:	Corporation Non-Profit - Domestic	Date Formed:	09/14/2012
Filing Date:	09/14/2012 9:27 AM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2013
Duration Term:	Perpetual	Image # :	7094-3099
Public/Mutual Benefit:	Public		
Business County:	SHELBY COUNTY		

Document Receipt

Receipt # : 822197	Filing Fee:	\$100.00
Payment-Check/MO - CFS, NASHVILLE, TN		\$100.00

Registered Agent Address: STACEY FISER 9750 WOLF RIVER BLVD GERMANTOWN, TN 38139-5529	Principal Address: 9750 WOLF RIVER BLVD GERMANTOWN, TN 38139-5529
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Congratulations on the successful filing of your **Charter** for **Grace Athletic Ministry Enterprises, 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. Visit the TN Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements.

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: Cheryl Donnell

FILED

**CHARTER
OF
GRACE ATHLETICS MINISTRY ENTERPRISES, INC.**

The undersigned person pursuant to the Tennessee Nonprofit Corporation Act (the "Act") adopts the following Charter for the above mentioned corporation:

ARTICLE 1

Name. The name of the corporation is Grace Athletic Ministry Enterprises, Inc. (the "Corporation"). This Charter of the Corporation is being filed pursuant to the Tennessee Nonprofit Corporation Act, as amended from time to time.

ARTICLE 2

Public Benefit Corporation. The Corporation is a public benefit corporation. It is intended that the corporation shall have the status of a corporation that is exempt from 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) of the Code.

ARTICLE 3

Street Address. The street address of the registered office of the Corporation is 9750 Wolf River Boulevard, Germantown, Shelby County, Tennessee 38139; and the name of the registered agent at this address is Stacey Fiser.

ARTICLE 4

Incorporators. The name and complete address of the incorporator is:

Stacey Fiser
Grace Evangelical Church
9750 Wolf River Boulevard
Germantown, Shelby County, Tennessee 38139

ARTICLE 5

Principal Office. The principal office of the Corporation is located at 9750 Wolf River Boulevard, Germantown, Shelby County, Tennessee 38139.

ARTICLE 6

Not-for-profit. The Corporation is a not-for-profit corporation.

ARTICLE 7

Religion. The Corporation is not a religious corporation.

ARTICLE 8

Members. The Corporation does not have members.

ARTICLE 9

Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE 10

Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for reasonable expenses incurred on its behalf and make payments and distributions in furtherance of the purposes set forth in Article 9 hereof.

ARTICLE 11

No Legislative or Political Activity. 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 distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 12

Distributions on Dissolution. 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 shall distribute the assets of the Corporation to one or more organizations then described under Section 501(c)(3) and Section 509(a)(1), Section 509(a)(2), Section 509(a)(3), or Section 4940(d)(2) of the Code, or any corresponding provision of any future federal tax laws, as the Board of Directors shall determine, to be used for charitable purposes within the meaning of Section 501(c)(3) of the Code consistent with the purposes of the Corporation hereto set forth in Article 9. 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 the distribution of assets to be made to such organization or organizations which are organized and operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax laws, as such court shall determine.

ARTICLE 13

Limitation of Personal Liability. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except: (i) for the 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 law; or (iii) under Tenn. Code Ann. § 48-58-304.

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

Dated: September 13, 2012.

GRACE ATHLETICS MINISTRY
ENTERPRISES, INC

By: _____

Stacey Fiser
Stacey Fiser

Its: Incorporator

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