

AMENDED AND RESTATED CHARTER

OF

ACLU OF TENNESSEE, INC.

Corporate Control Number 000049900

Pursuant to the provisions of Section 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned Corporation hereby amends and restates its charter, effective upon filing with the Tennessee Secretary of State, as follows:

ARTICLE I.

The name of the Corporation is ACLU of Tennessee, Inc.

ARTICLE II.

This Corporation is a public benefit corporation and is a nonprofit corporation.

ARTICLE III.

The duration of the Corporation is perpetual.

ARTICLE IV.

The Corporation's registered office shall be located at 922 Davidson Drive, Suite B, Nashville, Davidson County, Tennessee 37205, and the name of its registered agent at that office is Capital Corporate Services, Inc.

ARTICLE V.

The address and zip code of the principal office of the Corporation in the State of Tennessee is 6339 Charlotte Pike, Unit No. B-152, Nashville, Tennessee 37209.

ARTICLE VI.

This Corporation has members.

ARTICLE VII.

The Corporation is organized and at all times shall be operated exclusively for purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"). Notwithstanding any provision of this Charter, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(4) of the Code.

The purposes for which the Corporation is established include:

[1] To protect, expand, maintain and advance individual liberties including freedoms of association, press, religion, speech, due process of the law and equal protection of the law, and to take all appropriate action in furtherance and defense of civil liberties; and

[2] To protect and expand individual liberties through public education, to provide legal assistance to aggrieved persons and organizations and to provide bill of rights protection; and

[3] To affiliate itself with the American Civil Liberties Union, a corporation with headquarters in New York, New York and to conform to all regulations and requirements of said American Civil Liberties Union and to do all things impowered to do by virtue of said affiliation; and

[4] Any other purpose or cause the Corporation may establish or adopt from time to time which is not inconsistent with its principal purposes and which does not jeopardize its status as a tax exempt organization under Section 501(c)(4) of the Code.

ARTICLE VIII.

The Corporation is authorized to accept, hold, administer, invest, and disburse its funds and assets in any manner or fashion consistent with any one or more of its purposes, and in general to do all things that may appear necessary or useful in accomplishing any one or more of the purposes set out in Article VII of this Amended and Restated Charter.

ARTICLE IX.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in furtherance of its purposes as set forth in this Charter. Notwithstanding any other provision of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation organized and operated exclusively for exempt purposes within the meaning of the Internal Revenue Code.

ARTICLE X.

In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation (i) American Civil Liberties Union, Inc. if still recognized as an organization under § 501(c)(4) of the Internal Revenue Code of 1986 or, if not, to any organization which shall then qualify as exempt as an organization described in § 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any prior or future law or to more than one such exempt organization; or (ii) to any state or any governmental subdivision thereof exclusively for public purposes. The distribution shall be determined by the Directors of the Corporation or, in default

of any such determination, distribution shall be made to the State of Tennessee exclusively for public purposes.

ARTICLE XI.

The affairs and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be entitled and authorized to do any and all things and take any and all actions in the name of the Corporation and on behalf of the Corporation as are not inconsistent with the purposes of the Corporation and as may be allowed under the laws of the State of Tennessee, as amended from time to time. The manner in which directors shall be chosen and removed from the office, the qualifications, powers and limitations thereon, duties, compensation, and tenure of office of directors, the number of directors, the manner of filling vacancies on the Board of Directors, and the manner calling and holding meetings of the Board of Directors shall be as set forth in the Bylaws. The directors of the Corporation may take any action which they are required or permitted to take without a meeting on one or more written consents.

ARTICLE XII.

The directors shall not be personally liable to the Corporation for breach of fiduciary duty except in the case of the breach of a director's duty of loyalty to the Corporation, or for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or liabilities under T.C.A. Section 48-58-304 of the Tennessee Nonprofit Corporation Act. If the Tennessee Nonprofit Corporation Act is amended or superseded after the filing of this Amended and Restated Charter to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as so amended or by such act as may supersede it. Any repeal or modification of this Article XII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII

This Charter may be amended at any time and from time to time by the affirmative vote of a majority of the directors then in office.

CERTIFICATE

The Amended and Restated Charter was duly adopted on December 7, 2023 by the members of the Corporation.

Additional approval for the amendment, as permitted by §48-60-301 of the Tennessee Nonprofit Corporation Act, was not required.

Dated December ____, 2023.

ACLU OF TENNESSEE, INC.

By: _____
David Taylor
President

ATTEST:

Buzz Sienknecht
Secretary

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public of the County aforesaid, David Taylor and Buzz Sienknecht, with whom I am personally acquainted and who made oath before me in due form of law that David Taylor is the President and Buzz Sienknecht is the Secretary of ACLU of Tennessee, Inc. and that the statements made in the foregoing Amended and Restated Charter are true.

Witness my hand and official seal at office in Nashville, Tennessee this _____ day of December, 2023.

Notary Public

My commission expires: _____