

**AMENDED AND RESTATED CHARTER  
OF  
IDLEWILD PRESBYTERIAN CHURCH**

**ARTICLE I  
GENERAL PROVISIONS**

*Section 1.1. Name.* The name of the Corporation is Idlewild Presbyterian Church.

*Section 1.2. Public Benefit Corporation.* Pursuant to the provisions of Section 48-68-104(2) and (3) of the Tennessee Nonprofit Corporation Act, the Corporation is a public benefit corporation.

*Section 1.3. Religious Corporation.* The Corporation is a religious corporation.

*Section 1.4. Registered Office and Agent.* The street address and zip code of the Corporation's current registered office is 1750 Union Avenue, Memphis, Tennessee 38104. The current registered office of the Corporation is located in Shelby County, Tennessee, and its current registered agent at that office is Doris Hurdle.

*Section 1.5. Original Charter and Previous Amendments.* The original Charter of the Corporation was filed with the Tennessee Secretary of State on February 8, 1909, and recorded in Corporation Record Book 16, at page 62 under the name "The Trustees of Idlewild Presbyterian Church." The Charter was amended by filing with the Tennessee Secretary of State on March 14, 1923 to expand the purposes and powers of the Corporation, recorded in Corporation Record Book P-17, at page 201; and was further amended by filing with the Tennessee Secretary of State on April 2, 1923 to change the previously stated location of the Corporation's real property, recorded in Corporation Record Book P-17, at page 213. This Amended and Restated Charter amends and restates the Charter of the Corporation in its entirety, changes the name to "Idlewild Presbyterian Church," and pursuant to Tennessee Code Annotated Section 48-60-106(k) (2002) supersedes the original charter and all prior amendments thereto.

*Section 1.6. Principal Office.* The street address and zip code of the principal office of the Corporation is 1750 Union Avenue, Memphis, Tennessee 38104.

*Section 1.7. Not for Profit.* The Corporation is not for profit.

*Section 1.8. Members.* The Corporation has members.

*Section 1.9. Distribution of Assets on Dissolution.* Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation to the Presbyterian Church (U.S.A.), or if the Presbyterian Church (U.S.A.) is not then existing, or to the extent the Presbyterian Church (U.S.A.) shall refuse to accept any such assets, then the board of directors shall distribute such assets exclusively for one or more of the purposes of the Corporation, or to an organization or organizations which is or are then exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue statute) (hereinafter "a tax-exempt organization"), or to the government of the United States or the State of Tennessee, or to a local government or governments, for a public purpose. Any such assets not so distributed shall be distributed by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation, or to a tax-exempt organization or organizations, or to another organization or organizations to be used in such manner as in the judgment of the Court will best accomplish the general purposes for which the Corporation was organized.

## **ARTICLE II PURPOSE AND POWERS**

*Section 2.1. Purpose.* The purpose for which the Corporation is organized is to function as a congregation of the Presbyterian Church (U.S.A.) under the provisions of the Constitution of the Presbyterian Church (U.S.A.), as amended from time to time. The foregoing statement of purpose is intended to specify a purpose characterized as religious, charitable, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue statute), as now exists or as may hereafter be amended (hereinafter referred to as the "Code"). The Corporation is organized and shall be operated exclusively for such religious, charitable, or educational purpose, and all provisions of this Charter shall be limited by and construed to be consistent with such purpose.

*Section 2.2. Powers.* The Corporation shall have all powers attributed to public benefit corporations under the Tennessee Nonprofit Corporation Act and, consistent therewith, shall be empowered to engage in any and all lawful activities which may be incidental or reasonably necessary to any of its enumerated purposes, *provided*, however, that the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization recognized as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

*Section 2.3. Limitations.* The following limitations shall apply to the purposes, powers, and activities of the Corporation:

- (a) no part of the net earnings or receipts of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 its charitable, scientific, and educational purposes;
- (b) no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;
- (c) no part of the activities of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; and
- (d) notwithstanding any other provision of this Charter, the Corporation shall not, except to an insubstantial degree, pursue any purpose, exercise any power, or engage in any activity which is not consistent with and in furtherance of one or more of the exempt purposes stated in Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III ORGANIZATION AND GOVERNANCE**

*Section 3.1. Membership (the Congregation).* The qualifications, admission, and removal of members of the congregation shall be as provided by the bylaws of the Corporation and the Constitution of the Presbyterian Church (U.S.A.). Meetings of the members of the Corporation shall be held at the times and conducted in the manner prescribed by the bylaws of the Corporation. Except as may be otherwise provided by law, the presence or representation of ten percent (10%) of the members entitled to vote at a meeting of the members of the Corporation shall be sufficient to constitute a quorum.

*Section 3.2. Board of Directors (the Session).* The business and affairs of the Corporation shall be governed by a board of directors known as the “session.” The directors (members of the session) shall be selected in the manner prescribed by the bylaws of the Corporation. The bylaws

shall specify the qualifications and number of directors, *provided* that there shall be at all times at least three (3) directors. The bylaws shall also specify the term each director shall serve, procedures for removal of directors and filling of vacancies, and the time and manner of meetings of the board of directors.

*Section 3.3. Bylaws.* The board of directors of the Corporation shall adopt bylaws for the management, regulation, and control of the affairs, property, and operation of the Corporation, *provided* that such bylaws shall not be inconsistent with this Charter, the law of the State of Tennessee, or the Constitution of the Presbyterian Church (U.S.A.). The bylaws of the Corporation may be altered, amended, or repealed at any time by the board of directors.

*Section 3.4. Immunity of Directors.* To the extent allowed by the Tennessee Nonprofit Corporation Act, the directors of the Corporation shall be immune from personal liability arising from the conduct of the affairs of the Corporation.

#### **ARTICLE IV EFFECTIVE DATE**

This Amended and Restated Charter shall be effective as of the date of filing by the Secretary of State of the State of Tennessee.

**IN WITNESS WHEREOF**, I hereby certify that this Amended and Restated Charter was duly adopted by the members of the Corporation on \_\_\_\_\_.

\_\_\_\_\_  
Dr. Stephen R. Montgomery  
Moderator (President)

\_\_\_\_\_  
Jason P. Hood  
Clerk of Session (Secretary)

\_\_\_\_\_  
J. Kimbrough Johnson  
Chair, Board of Trustees