

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

Pick Up

DATE: 03/01/06
REQUEST NUMBER: 5700-1064
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/01/06 1309
EFFECTIVE DATE/TIME: 03/01/06 1309
CONTROL NUMBER: 0514691

BK/PG:3842/164-168

06010020

TO:
STITES & HARBISON PLLC
424 CHURCH STREET
SUITE 1800
NASHVILLE, TN 37219

CHARTER	
03/02/2006	03:46 PM
BATCH	67179
MTG TAX	0.00
TRN TAX	0.00
REC FEE	5.00
DP FEE	2.00
REG FEE	0.00
TOTAL	7.00

RE:
A VINTAGE AFFAIR, INC.
CHARTER - NONPROFIT

STATE OF TENNESSEE, WILLIAMSON COUNTY

SADIE WADE
REGISTER OF DEEDS

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - NONPROFIT

ON DATE: 03/01/06

FROM:
STITES & HARBISON PLLC (424 CHURCH ST)
STE 1800
424 CHURCH ST
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003882880
ACCOUNT NUMBER: 00355982



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

**CHARTER
OF
A VINTAGE AFFAIR, INC.**

FILED
SECRETARY OF STATE
2006 MAR -1 PM 1:09
STATE OF TENNESSEE

5700.1054

Section 1. The name of the corporation is A Vintage Affair, Inc.

Section 2. The corporation is a nonprofit corporation.

Section 3. The corporation will have no members.

Section 4. (a) The corporation is a public benefit corporation.

(b) The corporation is not a religious corporation.

Section 5. The complete address of the corporation's principal office is:

c/o Ralph Drury
117 Ninth Avenue South, Suite 200
Franklin, Tennessee 37064

Section 6. (a) The complete address of the corporation's initial registered office in Tennessee is:

424 Church Street, Suite 1800
Nashville, Tennessee 37219

(b) The name of the initial registered agent, to be located at the address listed at 7(a), is S&H Nashville, LLC.

Section 7. The name and address of the Incorporator is:

J. Bryan Echols
Stites & Harbison PLLC
424 Church Street, Suite 1800
Nashville, Tennessee 37219

Section 8. The purposes for which the corporation is organized are:

(a) Solely charitable.

(b) To provide financial or other assistance within its means to those within the greater Middle Tennessee community who have particular financial or other needs.

(c) To provide all of the foregoing services on a nondiscriminatory basis without regard to race, color, sex, national origin, religion, handicapping condition, age and any other basis prohibited by law. This policy of nondiscrimination applies to the hiring of personnel, election of directors, board members, provision of services to the public, contracting for and purchasing of services and all other activities of the corporation. This policy of nondiscrimination includes, but is not limited to, a commitment to full compliance with Title VI

of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

(d) To receive funds for corporate purposes from any and all available sources.

(e) To hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal.

(f) To solicit, receive and expend the proceeds of fees, donations, grants, bequests and legacies for any purpose for which the corporation is formed.

(g) To enter into such contracts and to incur such obligations, including borrowings, as are consistent with its powers, objects and purposes, but the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer or director shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(h) It is the intention of the corporation hereof that the foregoing clauses shall be construed both as purposes and powers, and the foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the powers of the corporation; but the corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of the above enumerated purposes, or incidental to the purposes hereinafter named, and which are permitted under the Tennessee Nonprofit Corporation Act, to the same extent and as fully as a natural person might or could do; provided that the corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of charitable, scientific or educational purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 9. The business of the corporation shall be managed exclusively by a board of directors consisting of not less than five (5) members, who shall be elected as prescribed in the corporation's By-laws.

Section 10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its officers, directors, or any other private individual, except that the corporation shall be authorized to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes, and to make payments and distributions in furtherance of the purposes set forth herein, and no officer or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Section 11. In the event of dissolution, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning specified in Section 501(c)(3) of the Code, or the corresponding section of any federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Chancery Court of Williamson County, Tennessee, exclusively for such exempt purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such exempt purposes, provided that so long as such purpose does not conflict with the provisions of Section 501(c)(3) of the

Internal Revenue Code, it is the preference that any assets of the corporation remaining after payment of its debts and liabilities shall be distributed to charitable organizations providing services to the residents of Williamson County in such manner as the Court deems appropriate.

Section 12. No substantial part of the activities of the corporation shall be or constitute:

(a) participation in any political campaign on behalf of, or in opposition to, any candidate for public office, nor the carrying on of propaganda or other attempts to influence legislation;

(b) operating or carrying on any social club activities; or

(c) carrying on business with the general public in a manner similar to organizations operated for a profit.

Notwithstanding any other provision of this Charter, 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 13. Should the corporation become a private foundation, as defined in Section 509(a) of the Code the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the corporation shall not:

(a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(b) Retain any excess business holdings as defined in Section 4943(c) of the Code;

(c) Make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; or

(d) Make any taxable expenditures as defined in Section 4945(d) of the Code.

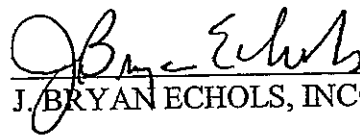
Section 14. (a) To the fullest extent that the Tennessee NonProfit corporation Act as it exists on the date hereof, or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the corporation shall not be personally liable to the corporation for monetary damages for a breach of fiduciary duty as a director, except for liability (i) for any 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 the law, or (iii) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act, as the same exists or hereafter may be amended. If the Tennessee Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability

provided herein, shall be limited to the fullest extent permitted by the amended Tennessee Nonprofit Corporation Act.

(b) The corporation shall have the power to indemnify any director, director, officer, employee, or agent of the corporation, or any other person who is serving at the request of the corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors and administrators of such a person.

(c) By action of its board of directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such amounts as the board of directors deems appropriate, to protect any director, officer, employee or agent of the corporation or any other person who is serving at the request of the corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as it exists on the date hereof or as it may hereafter be amended, and whether or not the corporation would have the power or would be required to indemnify such person under the terms of any agreement or by-law or the Tennessee Nonprofit Corporation Act.

Dated this 28th day of February, 2006.



J. BRYAN ECHOLS, INCORPORATOR

SADIE WADE

Register of Deeds
Williamson County, TN

Payment Receipt
Batch# 67179

03/02/2006

RCVD OF: STITES AND HARBISON

When Revenue Is Paid By Check, Receipt
Is Not Valid Until Check Is Paid By Bank

Check(s) 7.00

Inst # 06010020 03:46:16 PM

CHARTER

Book: 3842 Page: 164

Recording Fee 5.00

DP Fee 2.00

Document Total: 7.00

Batch Total: 7.00