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CHARTER

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OF

THE SOUTHERN APPALACHIAN MAN
AND THE BIOSPHERE FOUNDATION

The undersigned person, having capacity to contract and acting as incorporator of a nonprofit corporation under the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 48-51-101, et seq., adopt the following charter for such corporation:

1. The name of the Corporation is The Southern Appalachian Man and the Biosphere Foundation.

2. This Corporation is a public benefit corporation.

3. (a) The complete address of the Corporation's initial registered office in Tennessee is Uplands Field Research Laboratory, Great Smoky Mountains National Park, Route 2, Box 260, Gatlinburg, Tennessee 37738.

(b) The name of the initial registered agent, to be located at the above address, is Hubert Hinote.

4. The name and complete address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u>Zip Code</u>
Hubert Hinote	Uplands Field Research Laboratory Great Smoky Mountains National Park Route 2, Box 260 Gatlinburg, Tennessee	37738

5. The complete address of the Corporation's principal office is Uplands Field Research Laboratory, Great Smoky Mountains National Park, Route 2, Box 260, Gatlinburg, Tennessee 37738.

6. This Corporation is a nonprofit corporation.

7. This Corporation will have members.

8. Upon the dissolution of the Corporation, and pursuant to Tennessee Code Annotated Section 48-64-106:

a. all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;

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All remaining assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any amendment or successor provision thereto) as the Board of Directors shall determine; any such assets not so disposed of shall be transferred to the State of Tennessee or to any county or municipality of such State, provided that such assets shall be used by the grantee exclusively for the same purposes as those for which the Corporation was organized.

9. The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, soliciting, collecting, receiving, accumulating, administering and donating funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (and any amendment or successor provision thereto).

In furtherance of such charitable, educational and scientific purposes, the Corporation is specifically organized to engage in the following activities: To promote knowledge and understanding of the natural and cultural resources of the Southern Appalachian region; to encourage wise use of the area's natural resources and promote environmentally sound economic development; and to foster and support integrated environmental research, education and training, especially in relationship to national and global changes and their effects upon the region. The Corporation will cooperate with the Man and the Biosphere Program and the International Geosphere-Biosphere Program to develop an international model of environmental cooperation as part of a global strategy for reducing the impacts of global change and for conserving biological diversity. This program will include training and participation of personnel from other regions in the United States and other parts of the world.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, 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 donations in furtherance of the purposes set forth hereinabove.

No 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

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distribution of statements, any political campaign on behalf of or in opposition to; any candidate for public office.

The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized and shall likewise have the powers provided for nonprofit corporations by the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 48-51-101, et seq. (or as the same shall hereafter be amended).

Notwithstanding any other provision of this Charter, the Corporation shall not carry on any 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 of 1986 (or any amendment or successor provision thereto), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any amendment or successor provision thereto).

10. The property, affairs and business of the Corporation shall be managed by a Board of Directors, the number of which shall be provided for in the By-laws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the By-laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-laws may provide, and shall hold office until their successors are respectively elected and qualified. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions, or in the By-laws of the corporation, shall have and may exercise all the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to all papers which may require it.

11. The names and address of the individuals who are to serve as the initial directors are the following:

<u>Name</u>	<u>Address</u>	<u>Zip Code</u>
Gary Everhardt	Blue Ridge Parkway 700 Northwestern Plaza Asheville, NC	28801
V. C. Gilbert, Jr.	Route 3, Buckhorn Road Box 415 Getlinburg, TN	37738

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USGS, Forest Service
Post and Otis Streets
P. O. Box 2750
Asheville, NC

28802

12. The directors of the Corporation shall not have the right to take any action required or permitted to be taken in a Board meeting by this Charter, the Bylaws or the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 48-51-101, et seq., as it exists on the date hereof or as it may hereafter be amended, without a meeting on written consent pursuant to the provisions of Tennessee Code Annotated Section 48-50-202.

13. The personal liability of a director to the Corporation for monetary damages for breach of fiduciary duty as a director shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 48-51-101, et seq., as it exists on the date hereof or as it may hereafter be amended, but only to the extent that the elimination or limitation of such liability shall not jeopardize the Corporation's federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any amendment or successor provision thereto).

14. The provisions of this Charter may be amended, altered or repealed upon the written approval of the Board of Directors, from time to time to the extent and in the manner prescribed by the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 48-51-101, et seq., (or as the same shall hereafter be amended), and any additional provisions so authorized may be added hereto; provided that the provisions of this Charter shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with the purposes for which the Corporation is formed.

15. The Corporation may be dissolved in the manner prescribed by the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 48-51-101, et seq., with the written approval of the Board of Directors.

Dated this 27th day of June, 1989.

Herbert Binote
Herbert Binote
Incorporator

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Before me, the undersigned, a Notary Public in and for the state and county aforesaid, personally appeared HUBERT HINOTE, to me known, or proved to me on the basis of satisfactory evidence, to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Witness my hand and seal, this 27th day of June, 1989.

James C. McFadden
Notary Public



My Commission Expires:
My commission expires Nov. 23, 1991