

State of Tennessee



Department of State

I, *Doc A. Carr*, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificate of Acknowledgment was filed in my office and recorded on the *21st* day of *May* 1968

IN CORPORATION RECORD BOOK VOLUME Q-27, PAGE 854

In Testimony Whereof, I have hereunto subscribed my Official Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of Nashville,



this *21st* day of *May* A.D. 1968

GENERAL WELFARE

STATE OF TENNESSEE

Charter of Incorporation

David Cobb

Be It Known, That William Carnes, Mrs Lola Morgan, ~~Frank Gray, Jr.~~, Mrs. Frank Gray, Jr. and C. D. Berry

are hereby constituted a body politic and corporate, by the name of and style of "PULL-TIGHT PLAYERS, INC."

for the purpose of the promotion of art and the development of artistic abilities and other skills in the field of histrionics; the encouragement of theatre groups and other amateur performing arts and/or dramatic enterprises; and more particularly to foster the growth of the dramatic arts in Franklin and Williamson County, Tennessee and encourage in connection therewith the writing and production of plays by the residents thereof; said purposes more generally falling within the purview of TCA Section 48-1102 (4), to wit: "The support of any literary or scientific undertaking as, a college or unive sity, with powers to confer degrees; an academy; a debating society; lyceum; the establishment of a library; the support of a historical society; the organization and support of battlefield associations; the promotion of painting, music, or the fine arts; the organization and support of cemetery associations for the purpose of acquiring and maintaining cemeteries or burial places wherein soldiers and sailors or other persons are buried, and for the preservation and maintenance of such cemeteries other than cemetery organizations for profit; the organization of associations for the support of boards of trade, chambers of commerce, community improvement, industrial development or other objects of like nature."

The general powers of said corporation shall be: (1) To sue and be sued by the corporate name. (2) To have and use a common seal, which it may alter at pleasure; if no common seal, then the signature of the name of the corporation, by any duly authorized officer, shall be legal and binding. (3) Any corporation chartered under the laws of Tennessee for religious, charitable, educational, missionary, or other eleemosynary purposes, and not for profit, shall have the power to receive property, real, personal or mixed, by purchase, gift, devise, or bequest, sell the same and apply the proceeds toward the promotion of the objects for which it is created, or hold any such property and apply the income and profits towards such objects. Unless otherwise specifically directed in the trust instrument by which any real or personal property, money, or other funds, are given, granted, conveyed, bequeathed, devised to, or otherwise vested in, corporations formed for religious, educational, scientific, or other charitable purposes, the directors, the governing board, or the authorized finance committee thereof, when authorized by the corporation, shall have power to invest funds thus received, or the proceeds of any property thus received, in such investments as in the honest exercise of their judgment they may, after investigation, determine to be safe and proper investments, and to retain any investments heretofore so made. (4) Any corporation heretofore chartered for any of the foregoing purposes, desiring to avail itself of these powers, shall submit the question to its directors or trustees at any regular meeting, or special meeting, called for the purpose, or to any regular or special meeting of its executive committee, and if a majority of said directors, trustees, or executive committee vote in favor of applying for the amendment, it may then proceed in usual course to file an amendment to its charter. (5) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs. (6) To appoint such subordinate officers and agents, in addition to a president and secretary, or treasurer, as the business of the corporation may require. (7) To designate the name of the office, and fix the compensation of the officer. (8) To borrow money to be used in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, upon such property, real, personal, or mixed, as may be owned by it; and it may, in like manner, secure by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted.

The said five or more incorporators shall, within a convenient time after the registration of this charter, elect from their number a president, secretary, and treasurer, or the last two officers may be combined into one, said officers and the other incorporators to constitute the first board of directors. Any corporation not for profit may increase its directors or trustees to a number not more than one hundred, by due and proper amendment to its by-laws, unless otherwise specifically provided. In all elections each member to be entitled to one vote, either in person or by proxy, and the result to be determined by a majority of the votes cast. Due notice of any election must be given by advertisement in a newspaper, personal notice to the members, or a day stated on the minutes of the board one month preceding the election. The term of officers may be fixed by the by-laws, the said term not, however, to exceed three years. All officers hold office until their successors are duly elected and qualified.

The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

The board of directors shall keep a record of all their proceedings, which shall be at all times subject to the inspection of any member. The corporation may establish branches in any other County in the State.

The members may, at any time, voluntarily dissolve the corporation by a conveyance of its assets and property to the State of Tennessee, any County or municipality of the State, or to any other corporation holding a charter from the State for purposes not of individual profit, first providing for corporate debts; provided, that assets and property so conveyed shall be used by the grantee for purposes similar to those of the conveying corporation.

Whenever there has been no meeting of the members for a period of five years or more, and because of the death of members or the condition of the corporate records it is impossible to notify a sufficient number of members to constitute a quorum, notice of a meeting of the members may be made by publication in some newspaper in the County where such corporation has its principal location, at least thirty days before such meeting shall be held. The members attending such meeting shall be deemed to constitute a quorum for the purposes of electing directors or trustees, and authorizing such directors or trustees to dissolve the corporation and convey its property and assets in accordance with this section.

The charter is subject to modification and amendment; and in case said modification or amendment is not accepted, corporate business is to cease, and the assets and property, after payment of debts, are to be conveyed, as aforesaid, to some other corporation holding a charter for purposes not connected with individual profit. Acquiescence in any modification, thus declared, shall be determined in a meeting of the members especially called for that purpose, and only those voting in favor of the modification shall thereafter compose the corporation.

The means, assets, income, or other property of the corporation shall not be employed, directly or indirectly, for any other purpose whatever than to accomplish the legitimate objects of its creation, and by no implication shall it engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

Expulsion shall be the only remedy for the nonpayment of dues by the members, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

We, the undersigned, the incorporators above mentioned, hereby apply to the State of Tennessee for a charter of incorporation for the purposes declared in the foregoing instrument.

Witness our hands this, the 20 day of May, 1968

SUBSCRIBING WITNESS:

Wm R Omes
Frank A Gray
David Cobb
Lola A. Morgan
Edney

STATE OF TENNESSEE, COUNTY OF WILLIAMSON

Personally appeared before me PEGGY D. HOOD

(Clerk of the County Court or Notary Public), the within named incorporators,

WILLIAM OMES, MRS. LOLA MORGAN, ~~TOMMY ROBERT COBB~~, MRS. FRANK CRAY, JR.

AND C. D. PER Y, David Cobb

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Franklin, Tennessee, this May day of 19 68

Peggy D. Hood
(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires 6th day of April, 1971

(Official Title) Notary Public

(Certificate of Probate for Subscribing Witness if not acknowledged by all of the Incorporators)

STATE OF TENNESSEE, COUNTY OF _____

Personally appeared before me _____

of said County, the within named _____

the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executed the within application for a Charter of Incorporation for the purposes therein contained and expressed; the said _____, subscribing witness to the signatures subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within named incorporators, _____

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in _____, Tennessee, this _____ day of _____, 19_____

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires _____ day of _____, 19_____

(Official Title) _____

I, JOE C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This the 21st day of May, 1968.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$25.00

FILED
SECRETARY OF STATE
JUL 15 11:51

Form No. 6
Section 48-303

ARTICLES OF AMENDMENT TO THE CHARTER
0030 OF 00893
PULL-TIGHT PLAYERS, INC.
P. O. BOX 105; FRANKLIN, TENNESSEE 37064

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is:

PULL-TIGHT PLAYERS, INC.

2. The amendments adopted are:

AMENDMENT I - ARTICLE II SECTION 1 is to be deleted in its entirety and the following inserted in its place:

SECTION 1 - ARTICLES OF INCORPORATION

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from Federal income tax under sections 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or
- (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

AMENDMENT II - ARTICLE VII SECTION 1 is hereby amended by the addition of the following:

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

3. The amendment was duly adopted at a meeting of the members on July 8, 1982.

4. If a corporation for profit, the manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected is as follows:

(not applicable)

5. If the amendment is not to be effective when these articles are filed by the Secretary of State, the date it will be effective is July 14, 1982.

Dated: July 14, 1982

PULL-TIGHT PLAYERS, INC.
Name of Corporation

By: *Philip J. Martin*

SECRETARY OF STATE

JUL 15 AM 11:51

00301 00094

Form No 28
Section 48.1201
For Profit
Not for Profit

DESIGNATION, REVOCATION OR CHANGE

OF

REGISTERED AGENT

OF

PULL-TIGHT PLAYERS, INC.

To the Secretary of State of the State of Tennessee

Pursuant to the provisions of Section 48.1201 of the Tennessee General Corporation Act, the undersigned foreign or domestic corporation or the incorporator or incorporators of a domestic corporation being organized under the Act submit the following statement for the purpose of designating, revoking or changing, as the case may be, the registered agent for the corporation in the state of Tennessee:

1. The name of the corporation is Pull-Tight Players, Inc.

The address of the corporation is P. O. Box 105; Franklin, Tennessee 37064

If a foreign corporation, state or country of incorporation _____

2. The name and street address of its registered agent in the State of Tennessee shall be

Philip J. Martin

1323 Mallard Drive; Franklin, Tennessee 37064

Dated July 14, 19 82

PULL-TIGHT PLAYERS, INC.

Name of Corporation

By Margaret A. Curtis - President
(Title)

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/06/1998
REQUEST NUMBER: 3449-0473

CHARTER/QUALIFICATION DATE: 05/21/1968
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0082403
JURISDICTION: TENNESSEE

TO:
PULL-TIGHT PLAYERS, INC
P.O. BOX 105
ATTN: IAIN MACPHERSON
FRANKLIN, TN 37065

REQUESTED BY:
PULL-TIGHT PLAYERS, INC
P.O. BOX 105
ATTN: IAIN MACPHERSON
FRANKLIN, TN 37065

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"PULL-TIGHT PLAYERS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
B027P0854	05/21/1968	CHART-NONPROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC
301 00893	07/15/1982	AMEND-CHARTER	

FOR: REQUEST FOR COPIES

ON DATE: 02/06/98

FEEES

FROM:
PULL-TIGHT PLAYERS, INC.
PO BOX 105

RECEIVED: \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

FRANKLIN, TN 37064-0000

RECEIPT NUMBER: 00002245039
ACCOUNT NUMBER: 00054608



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE