

ARTICLES OF AMENDMENT TO THE CHARTER  
OF  
HARDIN VALLEY ACADEMY ATHLETIC COUNCIL

1. The corporate control number is 0567770.

2. Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter to add the following provisions to its existing charter in substitution in lieu of paragraph 8 on page 1 of the original charter:

Upon the dissolution of the corporation, asset shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If consistent with the Internal Revenue Codes, the corporation would prefer any asset distribution to go to Adopt-A-School Partnership, Inc. d/b/a Partners in Education, 912 S. Gay Street, Knoxville, TN 37902, EIN#62-1377201. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Paragraph 9 of page 1 of the original Charter is amended to add the following provisions, and which amendments shall supplement Article II of the second page of the Charter as originally filed.

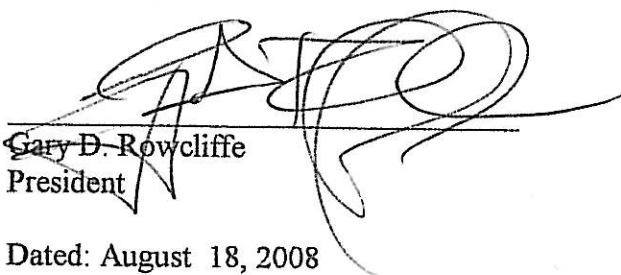
A. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in the Charter as amended hereof. No substantial 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 distribution of statements) any

political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 the 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 the corresponding section of any future federal tax code. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph:

“Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”

3. This Amendment is to be effective when filed by the Secretary of State.
4. The Corporation remains a nonprofit corporation.
5. The Amendment was duly adopted on August 18, 2008 by the Board of Directors and the affirmative vote of greater than  $\frac{3}{4}$  of the members.
6. Additional approval for the Amendment (as permitted by Tennessee Code Annotated §48-60-301 of the Tennessee Nonprofit Corporation Act) was not required.

  
Gary D. Rowcliffe  
President

Dated: August 18, 2008