

**Charter
of
GRAINGER ASSOCIATION OF BAPTISTS**

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act, herein sometimes referred to as “the Act,” adopts the following Articles of Incorporation.

1. The name of the corporation is Grainger Association of Baptists.
2. The name and complete address of the initial registered agent and office in the state of Tennessee is:
Jeffrey M. Cruse
4412 Shangri La Drive
Knoxville, Tennessee, 37914, Knox County
Email address: jeff@graingerbaptist.com
3. The complete address of its principal executive office in Grainger County is:
178 Cambridge Ave.
Rutledge, Tennessee, 37861, Grainger County
4. Fiscal Year Close Month: September 30.
5. The period of duration is perpetual.
6. The corporation is not for profit.
7. The corporation is a public benefit corporation.
8. The corporation is a religious corporation.
9. The corporation will not have members.
10. The corporation shall have delegates as that term is defined in T.C.A. §48-51-201(8), to wit: “Delegates’ means those persons elected or appointed to vote in a representative assembly for the election of a director or directors or on other matters.” Delegates shall be referred to as “Messengers.” The “representative assembly” in which the messengers vote shall be the meetings of the messengers.

11. The name of the incorporator and his address is:

Jeffrey M. Cruse

4412 Shangri La Drive

Knoxville, Tennessee, 37914, Knox County

12. The corporation is a Southern Baptist general body, a “district association” of messengers from Baptist churches in Grainger County, Tennessee, and adjoining counties, which evidence, to the satisfaction of the messengers constituting the meetings of the corporation’s messengers, the churches’ desire to cooperate with each other, and which are found by the messengers constituting the meetings to have a faith and practice which sufficiently comports, in the opinion of the messengers, with *The Baptist Faith and Message 2000*.

13. The corporation is the result of an entity conversion in which a domestic unincorporated entity, Grainger Association of Baptists, previously known as Grainger County Baptist Association, was converted to become this domestic nonprofit corporation.

14. The corporation shall be autonomous, controlled exclusively by its messengers and its board of directors (trustees) as provided in this charter and the corporation’s bylaws. While the corporation will cooperate with the Tennessee Baptist Convention and the Southern Baptist Convention, these other Baptist general bodies shall have no right of control of any kind over the corporation. In like manner, the corporation shall have no authority of any kind over another Baptist general body or church. It shall defend and respect the autonomy of each Baptist church, the church’s right of self governance and its freedom from any ecclesiastical control, whether or not the church cooperates. This organizational structure and governance is dictated by Baptist polity rooted in religious doctrine and protected by the corporation’s rights under the First Amendment to the United States Constitution.

15. Pursuant to T.C.A. §48-58-101(d), the messengers and the executive committee shall be authorized to exercise some of the powers which would otherwise be exercised by the board of directors, referred to as the board of trustees.

Messengers shall have the rights contained in this charter and in the bylaws. The exclusive rights include but are not limited to the right to vote to: elect and remove the trustees; fill vacancies on the board of trustees; elect and remove officers of the corporation, approve amendment of the charter and bylaws, merger, conversion, and dissolution; approve the purchase, sale, lease, exchange, or otherwise disposal of the real property of the corporation; approve the corporation’s programs and activities; approve the admission into and removal of a church from the fellowship of the corporation. The board of trustees shall otherwise be the governing body of this corporation. The initial board shall consist of: a) the senior pastor of each church in fellowship with the Association, and b) one member of each such church designated by the church. Thereafter, the board shall be composed as provided in the bylaws.

16. Messengers shall have the immunities of members of a nonprofit corporation as provided in the Tennessee Nonprofit Corporation Act. Without limiting the breadth of that statement, a messenger, is not, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

17. The corporation is organized exclusively for religious 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. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 distributions in furtherance of the purposes set forth herein. 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 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 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.

Upon the dissolution of the corporation, assets 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. Any such asset 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.

18. To the fullest extent permitted by the Act, as in effect on the date hereof and as hereafter amended from time to time, a director (trustee) of the corporation shall not be liable to the corporation for monetary damages for breach of a fiduciary duty as a director. If the Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time, or such successor statute. Any repeal or modification of this paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

19. This charter may be amended at any time upon the affirmative vote of two-thirds of the votes cast by messengers present in person at any annual or regular meeting of the messengers or any special meeting of the messengers called for that purpose, provided the quorum requirements have been satisfied and notice was given to the messengers of the proposed meeting in writing no fewer than thirty days nor more than two months before the meeting date by way of written notice to the cooperating churches. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

Dated this _____ day of _____, 2024.

By: _____
Incorporator's Signature

Name Typed: Jeffrey M. Cruse