



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Mail

Harpeth Conservancy
PO BOX 1127
FRANKLIN, TN 37065-1127

October 19, 2017

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 360802 Status: Active
Filing Type: Nonprofit Corporation - Domestic

Document Receipt

Receipt # : 003623863	Filing Fee:	\$20.00
Payment-Check/MO - WALLER LANSDEN DORTCH & DAVIS LLP, NASHVILLE, TN		\$20.00

Amendment Type: Articles of Amendment Image # : B0448-1607
Filed Date: 10/19/2017 9:52 AM

This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
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Secretary of State

Processed By: Alex Maxfield

Field Name	Changed From	Changed To
Filing Name	HARPETH RIVER WATERSHED ASSOCIATION	Harpeth Conservancy

BK: 7224 PG: 504-507
17045954

4 PGS:AL-CHARTER	
516102	
11/07/2017 - 08:01 AM	
BATCH	516102
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	7.00

STATE OF TENNESSEE, WILLIAMSON COUNTY
SADIE WADE
REGISTER OF DEEDS

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF AMENDMENT
TO THE CHARTER
(Nonprofit)

For Office Use Only

FILED

Corporate Control Number (If Known) 00360802

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:

1. Please insert the name of the corporation as it appears of record:

Harpeth River Watershed Association

If changing the name, insert the new name on the line below:

Harpeth Conservancy

2. Please check the block that applies:

Amendment is to be effective when filed by the secretary of state.

Amendment is to be effective, _____ (month, day, year)

(Not to be later than the 90th day after the date this document is filed.) If neither block is checked, the amendment will be effective at the time of filing.

3. Please insert any changes that apply:

a. Principal address: _____ (Street) _____ (City) _____ (State/County) _____ (Zip Code)

b. Registered agent: _____

c. Registered address: _____ (Street) _____ (City) _____ (State/County) _____ (Zip Code)

d. Other changes: Amended and Restated Charter, please see attached, which is incorporated by reference.

4. The corporation is a nonprofit corporation.

5. The manner (if not set forth in the amendment) for implementation of any exchange, reclassification, or cancellation of memberships is as follows:

6. The amendment was duly adopted on September 20, 2017 (month, day, year)
by (please check the block that applies):

The incorporators without member approval, as such was not required.

The board of directors without member approval, as such was not required.

The members

7. Indicate which of the following statements applies by checking the applicable block:

Additional approval for the amendment (as permitted by §48-60-301 of the Tennessee nonprofit corporation act) was not required.

Additional approval for the amendment was required by the charter and was obtained.

Vice President, Christ Oprandy _____
Signer's Capacity Signature

10/9/17 _____
Date Name of Signer (typed or printed)

SS-4416-1587 10/19/2017 9:52 AM RECEIVED BY TENNESSEE SECRETARY OF STATE THE HATFIELD

AMENDED AND RESTATED CHARTER
OF
HARPETH CONSERVANCY

KNOW ALL MEN BY THESE PRESENTS:

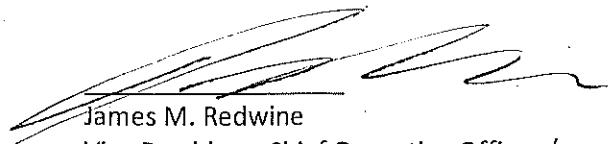
The undersigned person under the Tennessee Nonprofit Corporation Act amends and restates its charter as follows:

1. The name of the corporation is the Harpeth Conservancy.
2. The Corporation is a public benefit corporation.
3. The corporation is not a religious corporation.
4. The complete address of the corporation's registered office in Tennessee is 201 Deerfield Lane, Franklin, Tennessee 37069, Williamson County.
5. The street address of the corporation's principal office is 215 Jamestown Park, Brentwood, Tennessee 37027.
6. The corporation shall not be for profit.
7. The corporation shall have members.
 - a. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
 - b. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located exclusively for such purposes.
8. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 1986; or corresponding sections of any future Internal Revenue Law.

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9. The principal purpose of the corporation shall be to restore and protect clean water and healthy ecosystems for rivers in Tennessee by employing scientific, expertise, and collaborative relationships to develop, promote, and support broad community stewardship and action.
10. The corporation shall, in addition, be empowered to carry out any activities authorized by the Tennessee Nonprofit Corporation Act and that may be carried out by organizations that are exempt under Section 501(c)(3) and 170 (c)(2) of the Internal Revenue Code.
11. The corporation shall not participate nor intervene in any way (including the publishing or distribution of statements) in any political campaign or on behalf of or in opposition to any candidate for public office.
12. The corporation shall make or pay no compensation, loan, or other payment to any officer, board member, creator, or organizer of the corporation or substantial contributor to it except reasonable compensation for goods or services rendered or reasonable reimbursement for authorized expenditures on behalf of the corporation.
13. Directors may be removed by members only for cause. Cause shall mean (i) the willful and continued failure to substantially perform the Director's duties after thirty (30) days prior written notice to cure is delivered to the Director by the chair of the Governance Committee or the Chairman of the Board, which demand specifically identifies the manner in which the Board believes that the director has not substantially performed the Director's duties, or (ii) the willful engaging by the director in conduct, which is demonstrably and materially injurious to the Corporation, monetarily or otherwise.
14. Under the authority of Section 48-52-103(b)(2) of the Tennessee Nonprofit Corporation Act, and any subsequent amendments, a director shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director for:
 - a. Any breach of the director's duty of loyalty to the corporation or its members; or
 - b. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
 - c. Any unlawful distribution of assets in violation of Section 48-58-304, Tennessee Nonprofit Corporation Act.

Dated this 9th day of October 2017.


James M. Redwine
Vice President, Chief Operating Officer /
Authorized Signatory