



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

KIWANIS OF NASHVILLE FOUNDATION  
PO BOX 22908  
NASHVILLE, TN 37202-2908

December 10, 2012

### Filing Acknowledgment

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

**Control # : 395240** Status: Active  
Filing Type: Corporation Non-Profit - Domestic

#### Document Receipt

Receipt # : 856664 Filing Fee: \$20.00  
Payment-Account - KIWANIS CLUB OF NASHVILLE INC., NASHVILLE, TN \$20.00

Amendment Type: Articles of Amendment  
Filed Date: 12/10/2012 10:20 AM

Image # : 7120-1754

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  
Secretary of State

Processed By: Cynthia Dunn

Field Name	Changed From	Changed To
Filing Name	PRIORITY ONE YOUTH FOUNDATION, KIWANIS CLUB OF NASHVILLE	KIWANIS OF NASHVILLE FOUNDATION



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) 395240

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:

PRIORITY ONE YOUTH FOUNDATION, KIWANIS CLUB OF NASHVILLE

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

KIWANIS OF NASHVILLE FOUNDATION

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: 7020 STONE RUN DRIVE, NASHVILLE, TN 37211-8535  
(Street) (City) (State/County) (Zip Code)

b. Registered agent: VICTOR N. LEGERTON

c. Registered address: 7020 STONE RUN DRIVE, NASHVILLE, TN 37211-8535  
(Street) (City) (State/County) (Zip Code)

d. Other changes: SEE ATTACHMENT

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 11/27/2012 (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.

EXECUTIVE SECRETARY  
Signer's Capacity

Victor N. Legerton  
Signature

11/29/2012  
Date

VICTOR N. LEGERTON  
Name of Signer (typed or printed)

Received by Tennessee Secretary of State Tre Hargett, 12/19/2012, 10:20:50, 7120.1754

RESTATED ARTICLES OF INCORPORATION  
OF  
PRIORITY ONE YOUTH FOUNDATION, KIWANIS CLUB OF NASHVILLE

JOE WHITE and VICTOR N. LEGERTON certify that:

1. They are the duly elected and acting President and Secretary, respectively, of said corporation.
2. The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

"RESTATED ARTICLES OF INCORPORATION  
OF  
KIWANIS OF NASHVILLE FOUNDATION

I

The name of the corporation is KIWANIS OF NASHVILLE FOUNDATION.

II

- A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. it is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.
- B. The specific purposes for which this corporation is formed is to sponsor and support child safety events, provide scholarships for deserving students, provide financial support for pediatric trauma prevention programs, provide financial support for programs for seniors, support programs for the benefit of children and other local youth programs, to fund specific community service programs and projects, and to provide relief to needy families.

III

- A. "This corporation is organized exclusively for **charitable** purposes 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. 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 and 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 of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

IV

- A. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- B. The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.
- C. Upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and which has established its tax-exempt status under Section 23701d of the Tennessee Revenue and Taxation Code (or the corresponding section of any future Tennessee revenue and tax law). Specifically, that tax exempt organization is the Kiwanis International Foundation, if that organization is in existence and is tax exempt under Section 501(c)(3) of the Internal Revenue Code.


V

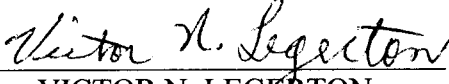
- A. The corporation and its members will at all times be guided by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws and Policies may be applicable.
- B. The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.
- C. This corporation is a subordinate corporation instituted under the authority of Kiwanis International, which shall dissolve whenever its charter is surrendered to, taken away by, or revoked by the Board of Trustees of Kiwanis International.
- D. No amendments to these Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International."

3. The foregoing Amendment and this Certificate have been approved by the Board of Directors of said corporation.

4. The foregoing Amendment was approved by the required vote of the members of said corporation.

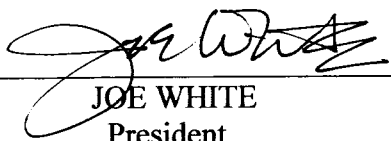
DATED: November 30, 2012

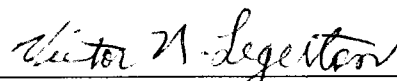
  
\_\_\_\_\_  
JOE WHITE  
President

  
\_\_\_\_\_  
VICTOR N. LEGERTON  
Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury under the laws of the State of Tennessee that the statements made in the foregoing certificate are true and correct of his own knowledge, and that this declaration was executed on November 30, 2012, at Nashville, Tennessee.

  
\_\_\_\_\_  
JOE WHITE  
President

  
\_\_\_\_\_  
VICTOR N. LEGERTON  
Secretary