



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

Metro Ideas Project
STE 200
800 MARKET ST
CHATTANOOGA, TN 37402-2677

November 12, 2015

Filing Acknowledgment

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

SOS Control # :	000821489	Formation Locale:	TENNESSEE
Filing Type:	Nonprofit Corporation - Domestic	Date Formed:	11/12/2015
Filing Date:	11/12/2015 11:54 AM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2016
Duration Term:	Perpetual	Image # :	B0155-6622
Public/Mutual Benefit:	Public		
Business County:	HAMILTON COUNTY		

Document Receipt

Receipt # : 002307903	Filing Fee:	\$100.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$100.00

Registered Agent Address:
JODA THONGNOPNUA
STE 200
800 MARKET ST
CHATTANOOGA, TN 37402-2677

Principal Address:
STE 200
800 MARKET ST
CHATTANOOGA, TN 37402-2677

Congratulations on the successful filing of your **Charter** for **Metro Ideas Project** in the State of Tennessee which is effective on the date shown 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. Please visit the Tennessee Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Alex Maxfield

CHARTER
OF
METRO IDEAS PROJECT

FILED

The undersigned, being qualified to act as an incorporator under the Tennessee Nonprofit Corporation Act (the "Act"), adopts the following charter for the purpose of forming a nonprofit corporation under the Act.

1. **Name.** The name of the corporation is Metro Ideas Project.
2. **Public Benefit.** This corporation is a public benefit corporation.
3. **Registered Office and Agent.** The location of the registered office of the corporation is 800 Market Street, Suite 200, Chattanooga, Hamilton County, Tennessee 37402; the name of the registered agent at that office is Joda Thongnopnua.
4. **Incorporator.** The Incorporator is R. Tyler Hand whose address is Miller & Martin PLLC, 832 Georgia Avenue, Suite 1200, Chattanooga, Tennessee 37402.
5. **Principal Office.** The address of the principal office of the corporation is 800 Market Street, Suite 200, Chattanooga, Hamilton County, Tennessee 37402.
6. **Not for Profit.** The corporation is not for profit.
7. **No Members.** The corporation will not have "members" as this term is defined in the Act, in that no individual other than members of the board of directors shall have any voting rights as to election of board members, amendments to this charter or the corporate bylaws, or as to any other matters as to which "members" are given voting rights under the Act. Notwithstanding the foregoing, the board of directors may elect to solicit support for the corporation's activities by selling or encouraging dues-paying memberships or sponsorships, provided that the only rights conveyed pursuant to such memberships or sponsorships are rights to such things as newsletter subscriptions, discounts on admissions to corporate programs, recognition of support, and other non-voting rights or benefits attendant to such memberships or sponsorships.
8. **Purpose.** The purposes for which this corporation is organized are the establishment and support of charitable, scientific or educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), either directly or indirectly through its cooperation with public or private agencies having like purposes or objects, including, but not limited to:

To identify and address pressing issues facing American cities by conducting sound research, developing creative policy ideas, and providing practical recommendations; and

To do any or all of the things hereinabove set forth and all things usual, necessary or proper in furtherance of or incidental to said purposes.

RECORDED IN THE OFFICE OF THE CLERK OF THE COUNTY OF HAMPTON, VIRGINIA

9. **Powers.** As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Tennessee, including but not by way of limitation, those enumerated in Sections 48-53-102 and 48-53-103 of the Act, and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code;

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 corporate purposes;

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws;

The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Tennessee, or any restrictions or limitations under federal law;

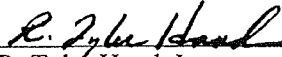
The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Tennessee concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Tennessee;

If this corporation shall undertake to do any of the things hereinabove set forth in any state other than Tennessee, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers; and

Notwithstanding any other provisions of this charter, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect.

RECEIVED BY THE SECRETARY OF THE STATE OF TENNESSEE

16. Certificate. The undersigned incorporator has signed this charter the 11th day of November, 2015.



R. Tyler Hand, Incorporator

09155-0025 11/12/2015 11:54 AM RECEIVED BY TENNESSEE SECRETARY OF STATE TINA HARGREAV