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10. Corporation will have members.

Upon dissolution, after all creditors of the corporation have been paid, its assets shall be distributed to its members.

12.A. To the fullest extent that the Tennessee Nonprofit Corporation Act as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for a breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act, as the same exists or hereafter may be amended. If the Tennessee Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Tennessee Nonprofit Corporation Act. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article became effective, if such a limitation or elimination of liability of a director for such acts or omission is prohibited by the Tennessee Nonprofit Corporation Act as then in effect. Any repeal or modification of this Article by the members of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

B. The corporation shall have the power to indemnify any director, officer, employee, agent of the corporation, or any other person who is serving at the request of the corporation in any such capacity with another corporation, partnership, joint venture, trust, or other enterprise (including, without limitation, any employee benefit plan) to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as it exists on the date hereof or as it may hereafter be amended, and any such indemnification may continue as to any person who has ceased to be a director, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of such a person.

8/10/93

Signature Date

W. Andrew Yarbrough, Incorporator
W. Andrew Yarbrough, Incorporator