

Form **990-EZ**

**Short Form
Return of Organization Exempt From Income Tax**

OMB No 1545-1150

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form
▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Tennesseeans for Alternatives to the Death Penalty		D Employer identification number 62-1571038
		Number and street (or P O box, if mail is not delivered to street address) Room/suite P.O. Box 120552		E Telephone number 615-256-3906
		City or town, state or country, and ZIP + 4 Nashville, TN 37212		F Group Exemption Number ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method Cash Accrual
Other (specify) ▶

I Website: ▶ www.tennesseedeathpenalty.org

H Check ▶ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

K Check ▶ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 154357

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)			
Revenue	1 Contributions, gifts, grants, and similar amounts received		1 12,144
	2 Program service revenue including government fees and contracts		2
	3 Membership dues and assessments		3 28883
	4 Investment income		4 912
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	3120
	b Less: direct expenses other than fundraising expenses	6b	2687
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	433	
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe ▶ RECEIVED)	8		
9 Total revenue. Add lines 1, 2, 8, 4, 5c, 6c, 7c, and 8	9		151670
Expenses	10 Grants and similar amounts paid (attach schedule)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	100,099
	13 Professional fees and other payments to independent contractors	13	12,670
	14 Occupancy, rent, utilities, and maintenance	14	3600
	15 Printing, publications, postage, and shipping	15	8612
	16 Other expenses (describe ▶ Insurance, travel, office, dues, meals, equipment, conferences)	16	25641
	17 Total expenses. Add lines 10 through 16	17	150,022
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	1648
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	79760
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	80808

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	80388	22 80887
23	Land and buildings		23
24	Other assets (describe ▶)		24
25	Total assets	80388	25 80887
26	Total liabilities (describe ▶ Payroll Taxes)	628	26 79
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	79760	27 80808

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Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? To educate the public on death penalty. Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

Form with lines 28-32 for program service accomplishments and expenses. Includes checkboxes for foreign grants and a total line 32.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

Table with 5 columns: (a) Name and address, (b) Title and average hours per week devoted to position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans & deferred compensation, (e) Expense account and other allowances. Includes entries for Stacy Rector, Isaac Kimes, and Denver Schimming.

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes		X
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	N/A
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9	39a	I
b	Gross receipts, included on line 9, for public use of club facilities	39b	I
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0, section 4912 ▶ 0; section 4955 ▶ 0		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		0
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		X
41	List the states with which a copy of this return is filed. ▶ TN		
42a	The organization's books are in care of ▶ Stacy Reckor Telephone no. ▶ 615-256-3906 Located at ▶ P.O. Box 120552, Nashville, TN ZIP + 4 ▶ 37212		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
42b			X
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		X
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year	43	N/A
		Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- | | Yes | No |
|---|-----|-----|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | | X |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | X | |
| 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | | X |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | | X |
| b If "Yes," was the related organization a section 527 organization? | | N/A |
- 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ 0

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶ 0

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer: Stacy Rector Date: 6-25-2010

Type or print name and title: Stacy Rector, Executive Director

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 6/25/10 Check if self-employed: Preparer's identifying number (See instructions): 44-92-655

Firm's name (or yours if self-employed), address, and ZIP + 4: LeAnn Wood EIN: Phone no: 615-370-5249

1715 Overcheck Lane Brentwood TN 37021

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

Tennesseeans for Alternatives to the Death Penalty

Employer identification number

62:1577038

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii).
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv).
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi).
8 A community trust described in section 170(b)(1)(A)(vii).
9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions...
10 An organization organized and operated exclusively to test for public safety.
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations...
a Type I b Type II c Type III-Functionally integrated d Type III-Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations...
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

Table with 2 columns: Question (i), (ii), (iii) and Yes/No columns for answers.

Main table with 7 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of support.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	48931	141047	84231	193508	150325	618042
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						∅
3 The value of services or facilities furnished by a governmental unit to the organization without charge						∅
4 Total. Add lines 1 through 3	48931	141047	84231	193508	150325	618042
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						∅
6 Public support. Subtract line 5 from line 4.						618042

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	48931	141047	84231	193508	150325	618042
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	51	1163	513	426	912	3065
9 Net income from unrelated business activities, whether or not the business is regularly carried on						∅
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1901	∅	∅	4000	∅	5901
11 Total support. Add lines 7 through 10						627008
12 Gross receipts from related activities, etc (see instructions)					12	∅
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	98.6%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	98.2%
16a 33% support test—2009. If the organization did not check the box on line 13, and line 14 is 33% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

- 19a **33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- b **33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ▶
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area with horizontal dotted lines for supplemental information.

Political Campaign and Lobbying Activities

2009

For Organizations Exempt From Income Tax Under section 501(c) and section 527

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

Open to Public Inspection

- If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then**
- Section 501(c)(3) organizations: Complete Parts I-A and B Do not complete Part I-C
 - Section 501(c) (other than section 501(c)(3)) organizations. Complete Parts I-A and C below Do not complete Part I-B
 - Section 527 organizations Complete Part I-A only.
- If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B.
 - Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A
- If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then**
- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization: Tennesseeans for Alternatives to the Death Penalty Employer identification number: 62:1577038

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$
- 3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 . ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1a, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1a, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000.		
If the amount on line 1a, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?		X	
d Mailings to members, legislators, or the public?	X		250
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		13
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		150
i Other activities? If "Yes," describe in Part IV	X		1615
j Total. Add lines 1c through 1i			2028
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). N/A

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes." N/A

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information

Staff salaries 935.00

Lobbying fee 680.00

Part IV Supplemental Information *(continued)*

A series of horizontal dotted lines for supplemental information.

**Tennessee Coalition to Abolish State Killing
Staff and Board Contact Sheet
2009**

STAFF

Reverend Stacy Rector
TCASK Executive Director
1107 South Douglas Avenue
Nashville, TN 37204
615-783-1885
stacy@tcask.org

Denver Schimming
TCASK Organizer
943 Old Dickerson Pike
Goodlettsville, TN 37072
615-573-6408
denver@tcask.org

BOARD

Reverend Amy Howe – Chair
69 East Cherry Dr.
Memphis, TN 38117
(901) 767-7928 – home
(901) 482-1213 – cell
rhowe1@comcast.net

Tom Wills--Secretary
201-B 32nd Ave. South
Nashville, TN 37212
(615) 298-1489 – home
(615) 260-6238 - cell
willywonkais@gmail.com

Priscilla Coe – Treasurer
4904 Dakota Ave.
Nashville, TN 37209
(615) 297-6760 – home
(615) 749-1213 – work
Priscilla_Coe@aigag.com

Lauren Brown – Nashville, TN
YWCA—Domestic Violence
1608 Woodmont Blvd.
Nashville, TN 37215
(615) 557-3499
Lauren@tcask.org

Mary Findley – Student Caucus
2117 Andy Holt Ave. Apt. 822
Knoxville, TN 37916
(865) 455-7309
mfindle3@utk.edu

Joyce House
Families United to Share and Empower
261 Fairview Road
Crossville, TN 38571
(931) 707-1609 – home
(931) 484-3715 – office
johouse@citlink.net

Emily Howe – Student Caucus
69 East Cherry Dr.
Memphis, TN 38117
(901) 767-7928 – home
(901) 482-0000 – cell
ehowe@hutchisonschool.org

Bob Goodrich
5304 Confederate Drive
Nashville, TN 37215
(615)370-8601
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goodrich@comcast.net

Dr. Gale Iles – Chattanooga, TN
University of Tennessee Chattanooga
615 McCallie Avenue
Chattanooga, TN 37403
(423) 425-2241 – office
(402) 871-7482 – cell
gale-iles@utc.edu

Leslie Lytle – Sewanee, TN
Cumberland Center for Justice and Peace
12271 U.S. 41
Tracy City, TN 37387
(931) 592-6594
slytle@blomand.net

**Tennessee Coalition to Abolish State Killing
Staff and Board Contact Sheet
2009**

Reverend Joe Porter
43 Carriage Lane
Sewanee, TN 37375
(931)598-9546—home
porter45@bellsouth.net

Charles Strobel
Murder Victims' Families for Human Rights
1212 7th Ave. N.
Nashville, TN 37208
(615) 319-4703
charlesstrobel@chd-nashville.org



Telephone:
(615) 741-2555
FAX:
(615) 253-5173

State of Tennessee
Department of State
Division of Charitable Solicitations and Gaming
William R. Snodgrass Tennessee Tower
312 Rosa L. Parks Avenue, 8th Floor
Nashville, Tennessee 37243

Website Address:
www.tn.gov/sos/charity

July 9, 2010

Stacy Rector, Executive Director
Tennesseans For Alternatives To The Death Penalty (Tadp)
P.O. Box 120552
Nashville, TN 37212-0552

**RE: Registration to Solicit Funds for Charitable Purposes/Tennesseans
For Alternatives To The Death Penalty (Tadp)
ID Number: CO4250
Expiration Date: June 30, 2011**

Dear Stacy Rector:

This office is in receipt of the above organization's application for registration pursuant to the Tennessee Charitable Solicitations Act, T.C.A. § 48-101-501, *et seq.* After reviewing the application, the office has approved its registration.

However, if it is later determined that the organization's application or other information provided to this office is incomplete, contains false, misleading, or deceptive statements or that the organization has violated any laws governing charitable solicitations, this office will take appropriate action, which may include a determination that the organization's registration is improper or unlawful. Furthermore, the organization may be requested or required by this office to provide additional information in connection with its registration at any time.

Sincerely,

A handwritten signature in black ink, appearing to read "Todd R. Kelley".

Todd R. Kelley, Director
Division of Charitable Solicitations and Gaming

TRK:FA:BK:CO4250

FILED

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

NOV 21 10 09:08

SECRETARY OF STATE

Corporate Control Number (If Known) 0261072

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:
Tennessee Coalition to Abolish State Killing
If changing the name, insert the new name on the line below:
Tennesseans for Alternatives to the Death Penalty

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: _____

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 October 6, 2009 (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 Director
Signer's Capacity

Stacy Rector
Signature

10-19-09
Date

Stacy Rector
Name of Signer (typed or printed)

6613-3066

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SECRETARY OF STATE

**AMENDED AND RESTATED CHARTER
OF
TENNESSEANS FOR ALTERNATIVES TO THE DEATH PENALTY**

Corporate Control Number: 0261072

Pursuant to the provisions of Section 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following as its amended and restated charter:

Article I

The name of the corporation is now **Tennesseans for Alternatives to the Death Penalty**.

Article II

The current street address of the principal office of the corporation is 508 Main Street, Nashville, Tennessee 37206.

Article III

The name, street address, and zip code of the current registered agent of the corporation is Stacy Rector, 508 Main Street, Nashville, Tennessee 37206.

Article IV

The names, street addresses, and zip codes of the incorporators are:

Joseph B. Ingle, 5711 Old Hickory Blvd., Nashville, Tennessee 37015;
Harmon Wray, 1109 Graybar Lane, Nashville, Tennessee 37204; and
Kathy Hearne, 4102 Utah Avenue, Nashville, Tennessee 37209.

Article V

The corporation is a public benefit corporation.

Article VI

The corporation is a nonprofit corporation.

Article VII

The corporation will not have members.

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Article VIII

The purposes for which the corporation is organized are:

SECRETARY OF STATE

- (a) to educate the public on the current Tennessee capital punishment system and possible alternatives.
- (b) to provide the foregoing on a nondiscriminatory basis without regard to race, creed, national origin, sex or age.
- (c) to receive funds for corporate purposes from any and all available sources.
- (d) to hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal.
- (e) to solicit, receive and expend the proceeds of fees, donations, grants, bequests and legacies for any purpose for which the corporation is formed.
- (f) to enter into such contracts and to incur such obligations, including borrowings, as are consistent with its powers, objects and purposes, but the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no director or officer shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

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It is the intention hereof that the foregoing clauses shall be construed both as purposes and powers, and the foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the powers of the corporation; but the corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its purposes hereinabove enumerated, or incidental to the purposes hereinafter named, and which are permitted under the Tennessee Nonprofit Corporation Act ("Act"), to the same extent and as fully as a natural person might or could do; provided, that the corporation shall not have the power to conduct, and shall not conduct, activities not in furtherance of religious, charitable, scientific or educational purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article IX

No substantial part of the activities of the corporation shall be: (a) devoted to the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code) in a manner or to an extent which would disqualify the corporation for tax exemption under Section 501(c)(3); (b) participating in any political campaign on behalf of or in opposition to any candidate for public office; (c) operating or carrying on any social club activities; or (d) carrying on business with the general public in a manner similar to organizations operated for profit.

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Article X

Notwithstanding any other provision of this Charter, the 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 Code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Article XI

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of its officers or directors, or any other private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and to make payments and distributions in furtherance of the purposes set forth herein, and no officer or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets in dissolution of the corporation.

Article XII

If the corporation shall become a private foundation, as defined in Section 509(a) of the Code, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the corporation shall not: (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

Article XIII

In the event of dissolution, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning specified in Section 501(c)(3) of the 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 assets not so disposed of shall be disposed of by the Chancery Court 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.

Article XIV

The corporation shall have no power or authority to issue shares of capital stock.

Article XV

(a) The business and affairs of the corporation shall be managed by or under the direction of a board of directors which shall have all of the powers and duties conferred or imposed by the Act, except to the extent expressly delegated in writing by such board of

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STATE OF TENNESSEE
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directors to others in a manner consistent with the provisions of the Act. The number of directors and their terms shall be as specified in the bylaws of the corporation ("Bylaws").

(b) Whenever the board of directors is required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, if all of the directors entitled to vote thereon consent to the taking of action on written consent without a meeting; and any such action shall be as valid and effective as any action taken at an annual or regularly scheduled or special meeting of the board of directors.

(c) The current members of the board of directors are: Amy Howe, Priscilla Coe, Thomas Wills, Joe Porter, Leslie Lytle, Joyce House, Charles Strobel, Gale Iles, Lauren Brown, Robert Goodrich, and Mary Findley. Additional Directors are to be elected by the board of directors as provided in the Bylaws.

Article XVI

In furtherance and not in limitation of the powers conferred by Act, the board of directors of the corporation is expressly authorized to make, alter and repeal the Bylaws.

Article XVII

The directors and officers of the corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty, except to the extent such exemption from liability or limitation thereof is not permitted under the Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of any director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Article XVIII

(a) To the fullest allowed pursuant to T.C.A. § 48-58-502, the corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, each director, officer and any other person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person. The corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the board of directors of the corporation.

SECRETARY OF STATE

STATE OF TENNESSEE

(b) The corporation may, in its discretion, pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition; provided, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

(c) If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim therefor has been received by the corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

(d) The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Charter, the Bylaws, agreement or otherwise.

(e) The corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

(f) Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Article XIX

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Charter, and other provisions authorized by the laws of the State of Tennessee at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon any person by and pursuant to this Charter in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

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STATE OF TENNESSEE

Dated: October 6, 2009.

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TENNESSEANS FOR ALTERNATIVES TO THE
DEATH PENALTY

By: Stacy Keiter

Title: Executive Director

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SECRETARY OF STATE

**CERTIFICATE OF RESTATEMENT OF THE CHARTER OF
TENNESSEANS FOR ALTERNATIVES TO THE DEATH PENALTY**

Tennesseans for Alternatives to the Death Penalty, a Tennessee nonprofit corporation, hereby certifies that, pursuant to Section 48-60-106 of the Tennessee Nonprofit Corporation Act, the foregoing Amended and Restated Charter of the corporation was duly adopted and approved by the written consent of the directors of the corporation on October 6, 2009, and by the members of the corporation at a meeting held October 6, 2009, which was duly called and attended by a quorum. The text of each amendment is set forth in the Amended and Restated Charter.

Dated: October 16, 2009.

TENNESSEANS FOR ALTERNATIVES
TO THE DEATH PENALTY

By: Stacy Rector
Stacy Rector, Executive Director

001712304



PICK UP

Bill Garrett

Davidson County Register of Deeds

CUSTOMER RECEIPT - RECORDING SERVICES

Receipt Number: T20090073248
Date/Time: 10/28/2009 11:22:49
Method Received: Walk-In
Clerk: fanderson

Customer Name : TERRY

HOLD AT COUNTER

Transaction Detail

Instrument Number	Instrument Type	Gen. Fee	Equip. Fee	Transfer Tax	Mortgage Tax	Copy	Cert. Copy	Copy Fee	# Pgs	Consideration	Subtotal
200910280099479	CHARTER	\$6.50	\$2.00	\$0.00	\$0.00	N	N	\$0.00	8		\$8.50

First Party Name: STATE OF TENNESSEE
Second Party Name: TENNESSEANS FOR ALTERNATIVES TO THE DE

Payment Information

Method of Payment: Check
Payment Control ID: 167505
Authorized Agent: Company
Amount: \$8.50

AMOUNT PAID: \$8.50
LESS AMOUNT DUE: \$8.50
CHANGE RECEIVED: \$0.00

**SECRETARY'S MINUTES OF MEMBERSHIP MEETING REGARDING VOTE ON
CHARTER AMENDMENT**

On October 6, 2009, at 6:30 p.m. at Gallery F located on the campus of Scarritt-Bennett Center in Nashville, Tennessee, a special membership meeting was held on notice delivered on September 24, 2009, which gave the date, time and place of the meeting, and which stated that the purpose of the meeting was to ask the members to vote on a resolution approving amendments to the corporate charter that, among other things:

- Changes the corporate name to Tennesseans for Alternatives to the Death Penalty;
- Converts the organization from a membership organization with a Steering Committee to a non-member organization with a Board of Directors, which is empowered to run the organization, including the power to appoint an Executive Director and the power to amend the charter in the future; and
- Provides certain protections to the Board of Directors, officers, and others who serve the organization.

At the meeting copies of the proposed charter amendments was made available to the members. It was established that a quorum was present. A motion was made by Tom Wills to amend the charter per the proposed amendments. Lauren Brown seconded the motion. After discussion, the vote was unanimously in favor the motion, except for one abstention.

Date: 12/1/09



TOM WILLS, SECRETARY

BY-LAWS

OF

TENNESSEANS FOR ALTERNATIVES TO THE DEATH PENALTY

ARTICLE I: BOARD OF DIRECTORS

1. Qualification, Election, and Term Limits. Directors need not be residents of the State of Tennessee but must be of legal age. Except for directors initially specified in the Charter, directors shall be elected by a majority of votes cast by directors at an annual or special meeting. Each director shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected and qualified. Terms of directors shall be three (3) years.

2. Number. The number of directors shall be fixed from time to time by a majority of the entire board of directors, but there shall not be less than three (3) nor more than fifteen (15) directors, not including the Executive Director.

3. Meetings. The board of directors shall meet not less than four (4) times each fiscal year at such times and places, within or without the State of Tennessee, as may be designated from time to time by the directors. The board of directors also may designate more frequent intervals for regular meetings. Special meetings may be called at any time by the chairman of the board, the president, or any two (2) directors. All meetings may be held by telephone conference call.

4. Notice of Directors' Meetings. All regular board meetings may be held upon notice sent by any usual means of communication not less than two (2) days before the meeting. A director may waive the right to receive notice before, during or after a meeting.

5. Quorum and Vote. The presence of a majority of the directors shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum, and notice of an adjourned meeting is not necessary if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment. A number of affirmative votes in excess of negative votes at a meeting at which a quorum is present shall be the act of the board of directors, unless the vote of a greater number is required by the Charter, these By-Laws, or the laws of the State of Tennessee.

6. Executive and Other Committees. The board of directors, by a resolution adopted by a majority of its members, may designate committees, consisting of one or more persons who may or may not be directors, and may delegate to any such committee or committees any and all authority that the board of directors deems desirable, including the right to delegate to an executive committee the power to exercise all the authority of the board of directors, in the management of

the affairs and property of the corporation. All members of committees that exercise powers of the board of directors must be members of the board of directors.

7 Chairperson. The board shall select a chairperson from the board by a majority of votes cast by directors at an annual or special meeting. Each chairperson shall hold office until the expiration of the term for which the chairperson is elected and thereafter until a successor has been elected and qualified. The term of the chairperson shall be three (3) years. The chairperson shall preside at all meetings of the board, provide general supervision of the affairs of the corporation, and perform any other duties specified in the job description authorized by the board.

ARTICLE II: OFFICERS AND EXECUTIVE DIRECTOR

1. Number of Officers. The corporation shall have a president and a secretary, and any other officer that the board of directors from time to time shall deem necessary. The same person may hold any two or more offices, except the offices of president and secretary.

2. Election and Term of Officers. The board of directors shall elect the officers at its annual meeting (or at a special meeting called for such purpose). Each officer shall serve until the expiration of the term for which he is elected and thereafter until his successor has been elected and qualified.

3. Duties of Officers. All officers shall have that authority and perform those duties in the management of the corporation which are normally incident to their offices and as the board of directors from time to time may provide. The secretary shall be responsible for the recording of the minutes of directors' meetings and shall have custody of the minute books of the corporation.

4. Executive Director. The board of directors, by a resolution adopted by a majority of its members, may appoint an Executive Director ("Executive Director"), who shall have such power and authority as the board may grant. The Executive Director, if appointed, shall attend all board meetings and shall be a non-voting member of the board.

ARTICLE III: RESIGNATIONS, REMOVALS, AND VACANCIES

1. Resignations. Any officer, director, and the Executive Director may resign at any time by giving written notice to the chairman of the board of directors, the president or the secretary. Any such resignation shall take effect at the time specified in the resignation, or, if no time is specified, then upon its acceptance by the board of directors.

2. Removal of Officers. The board of directors may remove any officer or agent, including the Executive Director, whenever in the judgment of the board of directors the best interests of the corporation will be served by the removal.

3. Removal of Directors. Any of the directors may be removed either with or without cause by a two-thirds vote of the directors in office.

4. Vacancies. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in any office or directorship for any reason, including removal of an officer or director, may be filled by the vote of a majority of the directors then in office, even if less than a quorum exists.

ARTICLE IV: INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

1. Right to Indemnification. The corporation, to the fullest extent permitted by applicable law as then in effect, shall indemnify any person (an "Indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness), or is threatened to be made so involved, in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor) (a "Proceeding") by reason of the fact that he is or was a director, Executive Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, Executive Director, officer or employee or agent of another corporation, partnership, joint venture, trust or other enterprise against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any such Proceedings. This indemnification shall be a contract right and shall include the right to receive payment in advance of any expenses incurred by an Indemnitee in connection with a Proceeding, consistent with the provisions of applicable law as then in effect.

2. Contracts and Funding. The corporation may enter into contracts with any director, officer, employee or agent of the corporation in furtherance of the provisions of this Article IV, and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article. IV.

3. Indemnification Not Exclusive Right. The right of indemnification and advancement of expenses provided in this Article IV shall not be exclusive of any other rights to which a person seeking indemnification may otherwise be entitled, under any statute, by-law, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The provisions of this Article IV shall inure to the benefit of the heirs and legal representatives of any person entitled to indemnity under this Article IV and shall be applicable to Proceedings commenced or continuing after the adoption of this Article IV, whether arising from acts or omissions occurring before or after such adoption.

5. Advancement of Expenses; Procedures. In furtherance, but not in limitation, of the foregoing provisions, the following procedures and remedies shall apply with respect to

advancement of expenses and the right to indemnification under this Article IV:

(a) Advancement of Expenses. All reasonable expenses incurred by or on behalf of an Indemnitee in connection with any Proceeding shall be advanced to the Indemnitee by the corporation within twenty (20) days after the receipt by the corporation of a statement or statements from the Indemnitee requesting such advance or advances from time to time, whether prior to or after final disposition of a Proceeding. The statement or statements shall reasonably evidence the expenses incurred by the Indemnitee and, if required by law at the time of such advance, shall include or be accompanied by an undertaking by or on behalf of the Indemnitee to repay the amounts advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified against such expenses.

(b) Written Request for Indemnification. To obtain indemnification under this Article IV, an Indemnitee shall submit to the secretary of the corporation a written request, including such documentation and information as is reasonably available to the Indemnitee and reasonably necessary to determine whether and to what extent the Indemnitee is entitled to indemnification (the "Supporting Documentation"). The determination of the Indemnitee's entitlement to indemnification shall be made within a reasonable time after receipt by the corporation of the written request for indemnification together with the Supporting Documentation. The secretary of the corporation, promptly upon receipt of such a request for indemnification, shall advise the board of directors in writing that the Indemnitee has requested indemnification.

(c) Procedure for Determination. An Indemnitee's entitlement to indemnification under this Article IV shall be determined:

(i) by the board of directors by majority vote of a quorum (as defined in Article I of these By-Laws), consisting of directors not at the time parties to the Proceeding;

(ii) if a quorum cannot be obtained under subdivision (i), by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the Proceeding; or

(iii) by independent special legal counsel:

(A) selected by the board of directors or its committee in the manner prescribed in subdivision (i) or (ii); or

(B) if a quorum of the board of directors cannot be obtained under subdivision (i) and a committee cannot be designated under subdivision (ii), selected by majority vote of the full board of directors (in which selection directors who are parties may participate).

ARTICLE V: ACTION BY CONSENT

Whenever the directors are required or permitted to take any action by vote, the action may be taken without a meeting on written consent. Such written consent shall (i) set forth the action so taken, (ii) be signed by all the persons entitled to vote on that action, (iii) indicate each director's vote or abstention, as the case may be, and (iv) be delivered to the corporation for inclusion in the corporate records.

ARTICLE VI: DISBURSEMENT OF ASSETS

In the event the corporation ceases to exist, all assets for the corporation will be donated to a non-profit corporation with similar purposes. The board shall determine by a majority vote of those present at a special meeting for that purpose which corporation shall receive the assets.

ARTICLE VII: AMENDMENT OF BY-LAWS

These By-Laws may be amended, supplemented or repealed by a majority vote of the entire board of directors.

CERTIFICATION

These By-Laws were updated and adopted by the board of directors of the corporation at its meeting on the 20th day of February, 2010.

A handwritten signature in black ink, appearing to be "J. M. ...", written over a horizontal line.

Secretary