

State of Tennessee

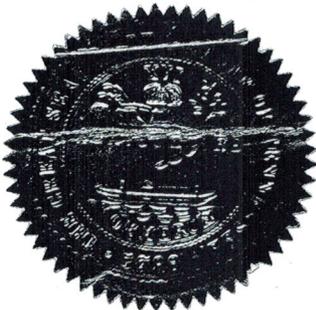


Department of State

CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of ASSOCIATED COMMUNITY PROGRAMS, INC.,
(Name of Corporation)
 was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on January Eleventh, 19 72.




 Secretary of State

CHARTER OF
ASSOCIATED COMMUNITY PROGRAMS, INC.

The undersigned natural person, having capacity to contract and acting as the incorporator of a corporation under the Tennessee General Corporation Act, adopts the following charter for such corporation.

1. The name of the corporation is Associated Community Programs, Inc.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the state of Tennessee shall be: 735 Broad Street, Chattanooga, Tennessee 37402, County of Hamilton.
4. The corporation is not for profit.
5. The purposes for which the corporation is organized are to promote and assist in the funding and efficient and effective delivery of health and welfare programs to the general public, especially in, but not limited to, the Greater Chattanooga Area and adjacent communities.
6. The corporation is to have no members.
7. Whether directly or indirectly, or by contribution, gift or otherwise, the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, nor attempt to influence the general public, or segments thereof, with respect to legislative matters, elections or referendums; provided, however, that this clause shall not limit the privileges available to the corporation without loss of deductions available to itself or its members under Section 162(3) of the Internal Revenue Code of 1954, as amended, regarding legislation or proposed legislation of direct interest to the corporation.

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8. The Board may take any action which it is required or permitted to take by law without a meeting on written consent, setting forth the action so taken and signed by the incorporator and/or all of the directors entitled to vote thereon.

9. Upon dissolution or final liquidation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable educational, scientific or philanthropic organizations to be selected by the directors.

Dated this 10th day of January, 1972.

James T. Tilton, INCORPORATOR

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State of Tennessee



Department of State

Certificate

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of

COMMUNITY PROGRAMS, INC. NAME CHANGED TO CHATTANOOGA AREA FOOD BANK, INC.,
was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

Therefore, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on February fourteenth, 19 84.

Henry Crowell
Secretary of State
by *Kay J. J. J.*
Deputy



SECRET
1984 FEB 14 PM 3:13

ARTICLES OF AMENDMENT TO THE CHARTER OF ASSOCIATED
COMMUNITY PROGRAMS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Charter.

(1) That paragraph I of the Charter of Associated Community Programs, Inc. be deleted and in its place the following amendment is adopted:

(1) "The name of the Corporation is Chattanooga Area Food Bank, Inc. "

(2) The amendment was duly adopted by the vote of at least two-thirds of the Board of Directors on the 22nd day of August, 1983.

MEMBERS

(3) The amendment is to be effective the date these Articles are filed by the Secretary of State.

This the 22nd day of August, 1983.

ASSOCIATED COMMUNITY PROGRAMS, INC.

By: Bates Bryan, Jr.

SECRET
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CERTIFICATE OF SECRETARY

ASSOCIATED COMMUNITY PROGRAMS, INC.

I, the undersigned, do hereby certify:

(1) That I am the duly appointed and acting Secretary of Associated Community Programs, Inc.

(2) That the Resolution hereinafter set forth was adopted by the vote of at least two-thirds of the Board of Directors of the Corporation:

"BE IT RESOLVED that the Charter of Associated Community Programs, Inc. shall be, and the same is hereby amended by striking the words, "the name of the Corporation is Associated Community Programs, Inc. from Article I thereof and by adding the words: "the name of the Corporation is the Chattanooga Area Food Bank, Inc. "

IN WITNESS WHEREOF I have hereunto subscribed my name on the 22nd day of August, 1983.

ASSOCIATED COMMUNITY PROGRAMS, INC.

By: Bates Bryan J.

State of Tennessee



Department of State

Certificate

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of

CHATTANOOGA AREA FOOD BANK, INC.

was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

Therefore, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on March 18th, 19 87.



Henry Crowell
Secretary of State
by Ruth Crabtree

ARTICLES OF AMENDMENT TO THE CHARTER

OF

CHATTANOOGA AREA FOOD BANK, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- 1. The name of the corporation is:
CHATTANOOGA AREA FOOD BANK, INC.
- 2. The amendment adopted is (Insert Amendment):
change of address of corporation

NEW ASSRESS:
 Chattanooga Area Food Bank, Inc.
 P. O. Box 608
 1300 Market Street
 Chattanooga, TN 37401

3. The amendment was duly adopted (at a meeting) ~~by the~~
~~members~~ of the ~~corporation~~ (members) on
March 2, 1987. (Strike inapplicable words)

4. If a corporation for profit, the manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected is as follows:

5. If the amendment is not to be effective when these articles are filed by the Secretary of State, the date it will be effective is _____, 19____ (not later than thirty (30) days after such filing).

Dated: March 2, 1987

Chattanooga Area Food Bank, Inc.

Name of Corporation

By: _____

Signature