

State of Tennessee



Department of State

I, **Joe C. Carr**, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificate of Acknowledgment was filed in my office, and recorded, on the 21st day of May 1957

IN CORPORATION RECORD BOOK VOLUME O-21, ON PAGE 82

In Testimony Whereof, I have hereunto subscribed my Official Signature, and by order of the Governor, affixed the Great Seal of the State of Tennessee, at the Department in the City of Nashville, this 21st day of



May

A.D. 19 57

Joe C. Carr

Secretary of State

STATE OF TENNESSEE

Charter of Incorporation

Be It Known, That United Cerebral Palsy of Hamilton County

and hereby constituted a body politic and corporate, by the name of and style of The United Cerebral Palsy Center of Chattanooga

for the purpose of erecting, maintaining and operating a diagnostic and evaluation center for medical, therapeutic and educational treatment and development of handicapped children in the metropolitan area of Chattanooga.

The general powers of said corporation shall be: (1) To sue and be sued by the corporate name. (2) To have and use a common seal, which it may alter at pleasure; if no common seal then the signature of the name of the corporation, by any duly authorized officer, shall be legal and binding. (3) Any corporation chartered under the laws of Tennessee for religious, charitable, educational, missionary, or other eleemosynary purposes, and not for profit, shall have the power to receive property, real, personal or mixed, by purchase, gift, devise, or bequest, sell the same and apply the proceeds toward the promotion of the objects for which it is created, or hold any such property and apply the income and profits towards such objects. (4) Any corporation heretofore chartered for any of the following purposes, desiring to avail itself of these powers, shall submit the question to its directors or trustees at any regular meeting, or special meeting, called for the purpose, or to any regular or special meeting of its executive committee, and if a majority of said directors, trustees, or executive committee vote in favor of applying for the amendment, it may then proceed in usual course to file an amendment to its charter. (5) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs. (6) To appoint such subordinate officers and agents, in addition to a president and secretary, or treasurer, as the business of the corporation may require. (7) To designate the name of the office, and fix the compensation of the officer. (8) To borrow money to be used in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, upon such property, real, personal, or mixed, as may be owned by it; and it may, in like manner, secure by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted.

The said five or more corporators shall, within a convenient time after the registration of this charter, elect from their number a president, secretary, and treasurer, or the last two officers may be combined into one, said officers and the other corporators to constitute the first board of directors. Any corporation not

for profit may increase its directors or trustees to a number not more than one hundred, by due and proper amendment to its by-laws, unless otherwise specifically provided. In all elections each member to be entitled to one vote, either in person or by proxy, and the result to be determined by a majority of the votes cast. Due notice of any election must be given by advertisement in a newspaper, personal notice to the members, or a day stated on the minutes of the board one month preceding the election. The term of officers may be fixed by the by-laws, the said term not, however, to exceed three years. All officers hold office until their successors are duly elected and qualified.

The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

The board of directors shall keep a record of all their proceedings, which shall be at all times subject to the inspection of any member. The corporation may establish branches in any other County in the State.

The members may, at any time, voluntarily dissolve the corporation, by a conveyance of its assets and property to any other corporation holding a charter from the State for purposes not of individual profit, first providing for corporate debts. A violation of any of the provisions of the charter shall subject the corporation to dissolution at the instance of the State.

Whenever there has been no meeting of the members for a period of five years or more, and because of the death of members or the condition of the corporate records it is impossible to notify a sufficient number of members to constitute a quorum, notice of a meeting of the members may be made by publication in some newspaper in the County where such corporation has its principal location, at least thirty days before such meeting shall be held. The members attending such meeting shall be deemed to constitute a quorum for the purposes of electing directors or trustees, and authorizing such directors or trustees to dissolve the corporation and convey its property and assets in accordance with this section.

The charter is subject to modification and amendment; and in case said modification or amendment is not accepted, corporate business is to cease, and the assets and property, after payment of debts, are to be conveyed, as aforesaid, to some other corporation holding a charter for purposes not connected with individual profit. Acquiescence in any modification, thus declared, shall be determined in a meeting of the members especially called for that purpose, and only those voting in favor of the modification shall thereafter compose the corporation.

The means, assets, income, or other property of the corporation shall not be employed, directly or indirectly, for any other purpose whatever than to accomplish the legitimate objects of its creation, and by no implication shall it engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

Expulsion shall be the only remedy for the nonpayment of dues by the members, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

We, the undersigned, the incorporators above mentioned, hereby apply to the State of Tennessee for a charter of incorporation for the purposes declared in the foregoing instrument.

Witness our hands this, the 1st day of May, 1957

(By) Melvin S. Bush
Executive
J. Z. ...
...
...

SUBSCRIBING WITNESS:

William M. Clever
Gene H. Smith
Thomas ...

...
...
...

STATE OF TENNESSEE, COUNTY OF _____

Personally appeared before me _____

(Clerk of the County Court or Notary Public), the within named incorporators, _____

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in _____, Tennessee, this _____ day of _____, 19 _____

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires _____ day of _____, 19 _____

(Official Title) _____

STATE OF TENNESSEE, HAMILTON COUNTY

The above instrument and certificate 5 were filed MAY 14 1963 at 9:13 AM
entered in Note Book No. 56 Page 204 and recorded in Book 1534 Page 239

Witness my hand at office in Chattanooga, Tenn.

[Signature] Register

Dep. Register

(Certificate of Probate for Subscribing Witness if not acknowledged by all of the Incorporators)

STATE OF TENNESSEE, COUNTY OF HAMILTON

Personally appeared before me J. INMAN KIDD, NOTARY PUBLIC
of said County, the within named THOMAS ROBERTS

the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executed the within application for a Charter of Incorporation for the purposes therein contained and expressed; and the said THOMAS ROBERTS, subscribing witness to the signatures subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within named incorporators, (Fr.) WALTER S. BUSH - E. W. WIMPEE
FRANCES HARLEY - MRS. R. M. GRAHAM

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in CHATTANOOGA, Tennessee, this 1st
day of MAY, 1957

J. Inman Kidd
(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires 28th day of OCTOBER, 1958

(Official Title) NOTARY PUBLIC

