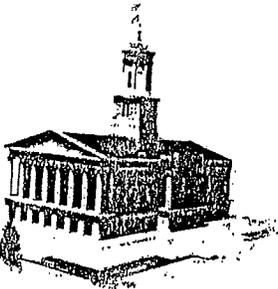


State of Tennessee

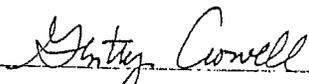


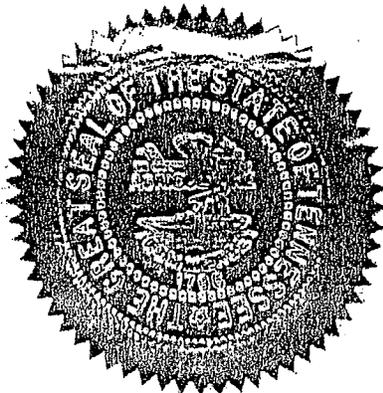
Department of State

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 THE CHATTANOOGA AREA URBAN LEAGUE,
(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 August Eleventh, 1981.


Secretary of State *mk*



The Chattahoochee Area Urban League, has on the 14th day of July, 1981, by its Directors, duly adopted and approved the following Amendments to its Corporate Charter:

1. In paragraph two of the Charter, where it now reads, "Section 501 (c) (4) of the Internal Revenue Code of 1954", the Charter is hereby Amended to read, "Section 501 (c) (3) of the Internal Revenue Code of 1954, and/or subsequent editions".
2. Adding to the listing of purposes, the following:
 - F. Said Corporation is organized exclusively for charitable and educational purposes, including such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.
3. Adding to the paragraph entitled "Corporate Powers", the following language:

Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Code, or: A Corporation, contributions to which are deductible under 170 (b) (2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Code.
4. By deleting the last paragraph of the Charter dealing with dissolution, in its entirety, and inserting the following:

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempted organizations described under Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law or to the Federal, State, or local government for exclusively public purposes.

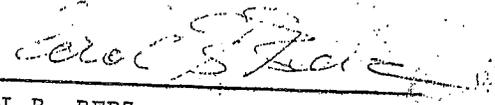
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SECRETARY OF STATE

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Charter Amendment, Continued 00226 00710

This Amendment is certified and submitted subject to my authority as Secretary of the Chattanooga Area Urban League, this 14th day of July, 1981.



CAROL B. BERZ