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STATE OF TENNESSEE

2006 JAN 17 PM 2:33

RILEY DARNELL
SECRETARY OF STATE

5640-2258

CHARTER
of
TENNESSEE ASSOCIATION OF PROFESSIONAL MEDIATORS

The undersigned, acting as the incorporator of a nonprofit corporation under the Tennessee Nonprofit Corporation Act, adopts the following Charter for that corporation:

1. The name of the corporation is Tennessee Association of Professional Mediators.
2. The corporation is a mutual benefit corporation.
3. The corporation is not a religious corporation.
4. The name and address of the initial registered agent of the corporation is I.C. Waddey, Jr., Waddey & Patterson, P.C., Roundabout Plaza, Suite 500, 1600 Division Street, Nashville, Tennessee 37203, in Davidson County.
5. The name and address of the incorporator is John P. Williams, Tune, Entrekinn & White, P.C., Suite 1700, AmSouth Center, 315 Deaderick Street, Nashville, Tennessee 37238.
6. The street address of the initial principal office of the corporation is Roundabout Plaza, Suite 500, 1600 Division Street, Nashville, Tennessee 37203.
7. The corporation is not for profit.
8. The corporation will have members.
9. The corporation will be organized and will operate in such a manner as to be eligible for exemption from taxation under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.
10. The corporation is formed for the purposes of providing information to the public regarding the use of mediation as an effective means of settling disputes and providing continuing education and support to professional mediators.
11. Upon dissolution of this corporation, any remaining assets will be distributed to one or more nonprofit corporations recognized by the Internal Revenue Service as exempt from taxation under section 501(c)(6) of the Internal Revenue Code of 1986, according to a plan of dissolution approved by the corporation's board of directors.

January 17, 2006
Date

John P. Williams
John P. Williams
Incorporator