

CHARTER
OF
WALK/BIKE NASHVILLE

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 Walk/Bike Nashville.
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 201 Fourth Avenue, North, 5th Floor, Nashville, Davidson County, Tennessee 37219-8258, Attn: David L. Kleinfelter.
4. The corporation is not for profit.
5. The purpose, or purposes, for which the corporation is organized are to make Nashville a more walkable, bikeable, livable city, all as more particularly set forth in the Mission Statement stated in the By-Laws of the Corporation.
6. The corporation shall have members.
7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the goals and objectives set forth in the Mission Statement. No substantial part of the activities of the corporation shall be the carrying on of propaganda or supporting any political campaign. This statement does not imply that the membership of the organization shall not be able to attempt to encourage legislation aimed at promoting the goals of the organization. However, this is not the primary purpose of this corporation. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an IRS 501(c)(3) organization or a corporation whereby contributions to it are deductible under IRS Code Section 170(c)(2).
8. The corporation shall be a public benefit corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, donate all remaining assets to another 501(c)(3) organization as the Board of Directors shall determine.

9. The Board of Directors is expressly authorized to (a) take, on written consent without a meeting, any action which it could take by means of a regularly called and held meeting, provided that such written consent sets forth the action so taken and is signed by all the directors; (b) Adopt, amend, restate, or repeal any of the corporation=s by-laws; (c) by a vote of a majority of the entire Board of Directors, remove a member of the Board for Acause@ as defined by Section 48-2-807(a) of the Tennessee General Corporation Act.

10. The address of the registered office and the registered agent for the corporation shall be David L. Kleinfelter, 221 Fourth Avenue, North, 5th Floor, Nashville, Davidson County, Tennessee 37219-8258.

Signature Date

David L. Kleinfelter, Incorporator
221 Fourth Avenue North
5th Floor
Nashville, Tennessee 37219-8258