



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

received
7-23-2020

TENNESSEE AGRARIAN COMMONS
22 BUXTON SCHOOL RD
WEARE, NH 03281-5802

July 20, 2020

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	001113072	Formation Locale:	TENNESSEE
Filing Type:	Nonprofit Corporation - Domestic	Date Formed:	07/20/2020
Filing Date:	07/20/2020 2:35 PM	Fiscal Year Close:	12
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Duration Term:	Perpetual	Image # :	B0887-7477
Public/Mutual Benefit:	Public		

Document Receipt

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Registered Agent Address:
MIRANDA CHRISTY
1310 6TH AVE N
NASHVILLE, TN 37208-2604

Principal Address:
22 BUXTON SCHOOL RD
WEARE, NH 03281-5802

Congratulations on the successful filing of your **Charter** for **TENNESSEE AGRARIAN COMMONS** in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee. Please visit the Tennessee Department of Revenue website (www.tn.gov/revenue) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Brooklyn Harrington

FILED

CHARTER
OF
TENNESSEE AGRARIAN COMMONS

(a nonprofit public benefit corporation)

The undersigned, acting as the incorporator of a corporation under the provisions of the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Section 48-51-101, et seq., (the “Act”), hereby signs and verifies the following Charter for such corporation.

ARTICLE 1
NAME

The name of the corporation is “TENNESSEE AGRARIAN COMMONS” (hereinafter referred to as the “Corporation”).

ARTICLE 2
DURATION

The Corporation has perpetual existence.

ARTICLE 3
PURPOSES AND POWERS

3.1 Purpose. The Corporation is organized and shall be operated exclusively for the purpose of holding title to property, collecting income therefrom, and turning the entire amount, less expenses to the AGRARIAN LAND TRUST within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986 (the “Code”). Agrarian Land Trust, the parent corporation of the Corporation, is a California nonprofit public benefit corporation exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code.

3.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation’s Charter or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation’s purposes.

ARTICLE 4
LIMITATIONS

4.1 Permitted Activities. Notwithstanding any other provisions of this Charter, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(2) of the Code or the corresponding provision of any future federal tax law.

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4.2 Legislative and Political Activity. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

4.3 No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, if any, or any director, officer, or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 5 MEMBERS

The Corporation shall have members (the "**Members**"). The qualifications, rights, and duties of Members shall be as set forth in the Corporation's Bylaws.

ARTICLE 6 DIRECTORS

Section 6.1 Board of Directors. The management of the Corporation will be vested in a Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation shall be at least three (3) director(s). The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the Corporation; provided, however, that Agrarian Land Trust, the parent corporation of the Corporation, shall have the right to appoint at least two-thirds (2/3rds) of the Board of Directors in the manner provided in the Bylaws of the Corporation.

ARTICLE 7 DIRECTOR LIABILITY LIMITATIONS

7.1 Immunity from Liability. A director of the Corporation shall have such immunity from liability as is granted under federal and Tennessee state law, including without limitation, if applicable, the Federal Volunteer Protection Act and Tennessee Code Annotated Section 48-58-301.

7.2 Liability to the Corporation. No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the director, (b) a director's vote or assent to a distribution which is unlawful or violates the requirements of this Charter, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS

The provisions for indemnification of directors of the Corporation shall be as set forth in the Corporation's Bylaws.

ARTICLE 9 BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Charter. Subject to the voting rights of the Corporation's members, as set forth in the Bylaws, the authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors; provided, however, that such Bylaws must be approved in writing by Agrarian Land Trust, the parent corporation of the Corporation, in order to become effective.

ARTICLE 10 ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1310 Sixth Avenue North, Nashville, Tennessee 37208. The name of the initial registered agent of the Corporation at such address is Miranda Christy.

ARTICLE 10 ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is 22 Buxton School Road, Weare, New Hampshire 03281.

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**ARTICLE 11
DISSOLUTION**

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to Agrarian Land Trust, the parent corporation of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law.

**ARTICLE 12
INCORPORATOR**

The incorporator's name and address are:

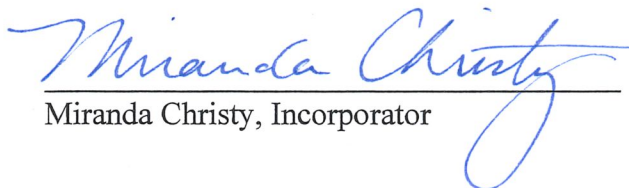
Name

Miranda Christy

Address

1310 Sixth Avenue North
Nashville, TN 37208

IN WITNESS WHEREOF, the undersigned incorporator has signed this Charter this 1st day of May, 2020.



Miranda Christy, Incorporator