

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 06/30/06  
REQUEST NUMBER: 5816-2068  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 06/30/06 1406  
EFFECTIVE DATE/TIME: 06/30/06 1406  
CONTROL NUMBER: 0524133

TO:  
BONE MCALLESTER NORTON PLLC  
511 UNION STREET  
SUITE 1600  
NASHVILLE, TN 37219

RE:  
ITS TENNESSEE, INC.  
CHARTER - NONPROFIT

Davidson County CHARTER  
Recvd: 06/30/06 16:12 3 pgs  
Fees: 7.00 Taxes: 0.00



20060630-0078797

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - NONPROFIT

ON DATE: 06/30/06

FROM:  
BONE MCALLESTER NORTON PLLC/511 UNION ST  
511 UNION ST  
SUITE 1600  
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003991544  
ACCOUNT NUMBER: 00411718



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**CHARTER**

**OF**

**ITS TENNESSEE, INC.,**  
a Tennessee nonprofit corporation

RECEIVED  
STATE OF TENNESSEE

2006 JUN 30 PM 2: 06

RILEY J. KIRK  
SECRETARY OF STATE

The undersigned, having capacity to contract and acting as the incorporator of a corporation under the Tennessee Nonprofit Corporation Act, as amended, adopts the following charter for such corporation:

1. The name of the corporation is

**ITS Tennessee, Inc.**

2. The corporation is a public benefit corporation.
3. The street address of the corporation's initial registered office is

1630 Church Street Alley  
Nashville, Davidson County, Tennessee 37203

The name of its initial registered agent at the initial registered office is David Stansell.

4. The name and address of the incorporator of the corporation are:

Trace Blankenship, Esq.  
Bone McAllester Norton PLLC  
511 Union Street, Suite 1600  
Nashville, Tennessee 37219

5. The street address of the principal office of the corporation is

1630 Church Street Alley  
Nashville, Davidson County, Tennessee 37203

6. The corporation is not for profit.
7. The corporation shall have members.

8. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private individuals, 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 purposes set forth in Article 9 hereof.



9. The purpose or purposes for which the corporation is organized are exclusively charitable, religious, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or any successor provision to such section).

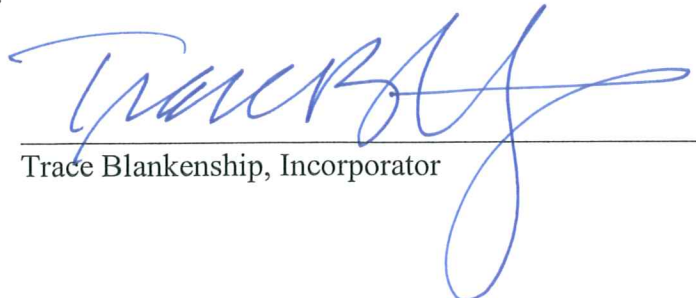
10. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (i) As a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code (or any successor provision to such section), or (ii) as a corporation to which contributions are deductible under Section 170, 2055 and 2522 of the Code (or any successor provisions to such sections).

11. No substantial part of the activities of the corporation shall consist of attempts to influence legislation by propaganda or otherwise; nor shall it in any manner or to any extent 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, nor shall the corporation engage in any activities that are unlawful under applicable Federal, state, or local laws.

12. 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, distribute all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Code (or any successor provision to such Section), or to the federal government or a state or local government, as the board of directors shall determine.

13. A director of the corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision does not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for a distribution that is unlawful. If Tennessee law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of directors, then the liability of a director of the corporation shall thereupon be eliminated or limited, without the necessity of further amendment of this Charter, to the fullest extent permitted by Tennessee law. Any repeal or modification of the provisions of this Article 13 shall not adversely affect any right of protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 30<sup>th</sup> day of June, 2006.

  
Trace Blankenship, Incorporator



Bill Garrett

Davidson County Register of Deeds

CUSTOMER RECEIPT - RECORDING SERVICES

Receipt Number: T20060051707

Date/Time: 06/30/2006 16:12:03

Method Received: Walk-In

Clerk: cdelk

Customer Name : JOSEPH

HOLD AT COUNTER

Transaction Detail

<u>Instrument Number</u>	<u>Instrument Type</u>	<u>Gen. Fee</u>	<u>Equip. Fee</u>	<u>Transfer Tax</u>	<u>Mortgage Tax</u>	<u>Copy</u>	<u>Cert. Copy</u>	<u>Copy Fee</u>	<u># Pes</u>	<u>Consideration</u>	<u>Subtotal</u>
200606300078797	CHARTER	\$5.00	\$2.00	\$0.00	\$0.00	N	N	\$0.00	3		\$7.00
<u>First Party Name</u> STATE OF TENNESSEE											
<u>Second Party Name</u> ITS TENNESSEE INC											

Payment Information

<u>Method of Payment</u>	<u>Payment Control ID</u>	<u>Authorized Agent</u>	<u>Company</u>	<u>Amount</u>
Check	13150			\$7.00

AMOUNT PAID: \$7.00  
LESS AMOUNT DUE: \$7.00  
CHANGE RECEIVED: \$0.00