

CERTIFICATE OF AMENDED AND RESTATED CHARTER OF
MAIN STREET FARMERS MARKET

Pursuant to the provisions of Section 48-60-106 of the Tennessee Nonprofit Corporation Act (the "Act"), the undersigned corporation hereby amends and restates its Charter, to supersede the Charter and any and all prior amendments thereto, and certifies as follows:

1. The name of the organization is Main Street Farmers Market.
2. The text of the Amended and Restated Charter as adopted is set forth in the First Amended and Restated Charter attached to this Certificate and is incorporated herein by this reference.
3. Pursuant to Section 48-60-106 of the Act, the Amended and Restated Charter was recommended for approval by the board of directors of the corporation and was duly approved and adopted by the members of the corporation by a meeting on _____, 2015.
4. The Amended and Restated Charter attached will be effective upon filing with the Secretary of State of the State of Tennessee.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amended and Restated Charter as of the ____ day of _____, 2015.

MAIN STREET FARMERS MARKET

By: _____

[Name, Title]

MAIN STREET FARMERS MARKET

AMENDED AND RESTATED CHARTER

I—NAME

The name of this organization shall be MAIN STREET FARMERS MARKET (“MSFM”).

II—REGISTERED OFFICE AND REGISTERED AGENT

The complete address of the corporation's initial registered office in Tennessee is PO Box 28394, Chattanooga, TN 37424, in Hamilton County. The name of the registered agent at that address is Linda Swift.

III—INCORPORATOR

The name and complete address of the incorporator is Martha Culp, 605 Chestnut Street, Suite 1700, Chattanooga, Tennessee 37450, in Hamilton County.

IV—NONPROFIT

The corporation is a nonprofit corporation.

V—MUTUAL BENEFIT

The corporation is a mutual benefit corporation.

VI—PURPOSE

The purpose for which this corporation is organized is the establishment of an agricultural organization, within the meaning of Section 501(c)(5) of the Internal Revenue Code, either directly or indirectly through its cooperation with public or private agencies having like purposes or objects, including, but not limited to, the following statement:

The purposes of MSFM are to promote environmentally sustainable, economically viable, and socially just agricultural practices, to support and encourage both new and experienced farmers, to preserve the knowledge, values, and traditions of small-scale, independent farmers, and to provide a sense of community for local farmers and food artisans.

VII—MEMBERS

MSFM will have members.

VIII—MEMBER ACTION BY WRITTEN CONSENT

Members may take any required or permitted action without a meeting and without prior notice if written consents setting forth the action, signed and dated by the members, are delivered to MSFM. The minimum number of consents received must be not less than the minimum number of votes that would be required to take the action at a meeting at which all members entitled to vote on the action were present and voted.

IX—FISCAL YEAR

The MSFM fiscal year shall be January 1 through December 31.

X—LIMITED LIABILITY OF DIRECTORS

The personal liability of each director of the corporation for monetary damages for breach of fiduciary duty as a director shall be eliminated to the full extent permitted by Section 48-52-102(b)(3) of the Tennessee Code Annotated.

A director shall not be liable to the corporation or its members for money damages for any action taken or any failure to take any action to the fullest extent permitted by Section 48-52-102(b)(6) of the Tennessee Code Annotated.

XI—DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code, or to the federal, state, or local government for exclusively public purposes.

XII—AMENDMENTS

No provisions of this Charter shall be modified or repealed in a manner that is inconsistent with the purposes for which this corporation is formed.