

EXHIBIT A



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

Cheatham County Long Term Recovery Organization, Inc.

106 Spring St
Ste 101
Ashland City, TN 37015 USA

June 8, 2010

Filing Acknowledgment

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

Control # :	633021	Formation Locale:	Cheatham County
Filing Type:	Corporation Non-Profit - Domestic	Date Formed:	06/08/2010
Filing Date:	06/08/2010 9:03 AM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2011
Duration Term:	Perpetual	Image # :	6728-1351
Public/Mutual Benefit:	Public		

Document Receipt

Receipt # : 193119	Filing Fee:	\$100.00
Payment-Check/MO - Valerie Kemp Dreier, Ashland City, TN		\$100.00

Registered Agent Address

Valerie Kemp Dreier
106 Spring St
Ste 101
Ashland City, TN 37015 USA

Congratulations on the successful filing of your **Charter for Cheatham County Long Term Recovery Organization, Inc.** 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.

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
Business Services Division

Processed By: Lindsey Mullins



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CHARTER
(Nonprofit Corporation)
FILED

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STATE OF TENNESSEE

2010 JUN -8 AM 9:03

TRE HARGETT
SECRETARY OF STATE

6728-1351

The undersigned acting as incorporator(s) of a nonprofit corporation under the Tennessee Nonprofit Corporation Act adopts the following Articles of Incorporation.

1. The name of the corporation is: Cheatham County Long Term Recovery Organization, Inc.

2. Please complete all of the following sentences by checking one of the two boxes in each sentence:

This corporation is a [X] public benefit corporation / [] mutual benefit corporation.

This corporation is a [] religious corporation / [X] not a religious corporation.

This corporation will [X] have members / [] not have members.

3. The name and complete address of the corporation's initial registered agent and office in Tennessee is:

Valerie Kemp Dreier 106 Spring St., Ste 101 Ashland City TN 37015 Cheatham County

4. List the name and complete address of each incorporator:

Table with 5 columns: Name, Street Address, City, State, Zip Code. Rows for Valerie Kemp Dreier and Chris Neese.

5. The complete address of the corporation's principal office is:

106 Spring St., Ste 101 Ashland City TN 37015

6. The corporation is not for profit.

7. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time are: Date _____, Time _____ (Not to exceed 90 days.)

8. Insert here the provisions regarding the distribution of assets upon dissolution: Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, or to a state or local government, for a public purpose.

9. Other provisions: Please see attached other provisions.

June 1, 2010
Signature Date

Valerie Kemp Dreier
Incorporator's Signature

Valerie Kemp Dreier
Incorporator's Name (typed or printed)

Other Provisions

- A. To the extent allowed by the laws of the State Of Tennessee, no present or future director of the corporation (or his or her estate, heirs, and personal representatives) shall be liable to the corporation or its members for monetary damages for breach of a director (or his or her estate, heirs, and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the State of Tennessee, as may hereafter be adopted or amended.
- B. With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.
- C. The purposes for which the corporation is organized are: to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, by, to the extent reasonably permitted by the financial resources of the corporation as the same exist from time to time, to coordinate the efforts of recognized local voluntary organizations, governmental agencies, and others with an interest in, and who are active in disaster relief. Its mission is to foster through cooperation in mitigation and response, more effective services to people in the Cheatham County area affected by disasters.
- D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, member or other private individuals or persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set for in the paragraph just above. Notwithstanding any other provision of this Charter, the corporation shall not carry on any endeavors or activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

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 THE HARGETT
 SECRETARY OF STATE

EXHIBIT B

BYLAWS OF THE CHEATHAM COUNTY LONG-TERM RECOVERY ORGANIZATION, INC.

ARTICLE I. Name

The name of this organization is the "Cheatham County Long Term Recovery Organization, Inc.", hereinafter referred to as "CCLTRO".

ARTICLE II. Mission

The CCLTRO is a consortium of recognized local voluntary organizations, governmental agencies, and others with an interest in, and who are active in disaster relief. Its mission is to foster through cooperation in mitigation and response, more effective services to people in the Cheatham County area affected by disasters.

ARTICLE III. Purpose of the Organization

The CCLTRO sets forth these Bylaws in accordance with the laws of the State of Tennessee as an act of organizing as a not for profit organization, to establish and maintain a network within and on behalf of the faith, government and other organizations and agencies which will provide a coordinated recovery to emergencies and disasters which occur in Cheatham County, Tennessee.

ARTICLE IV. Members of Organization

Members of the Organization shall not be more than 1 representative with 1 alternate identified by each of the faith communities, government and other agencies providing financial support, material and/or labor for the work of the CCLTRO.

ARTICLE V. Eligible Voters

Only 1 representative of each organization or agency shall be eligible to vote on matters coming before the Organization. Voting by proxy is not allowed.

ARTICLE VI. Meetings of the Organization

All meetings will be at the call of the Chair or any two of the Organization Members.

The Annual Meeting of the Organization shall be the first Wednesday in May at 10 am each year for the purpose of electing the executive officers and addressing any other organizational business properly coming before the committee. Notice of this meeting, the time and place shall be given by electronically transmitted or written notice to all members at least two weeks (14 days) in advance to all members. Only business specified in the call for the special meeting shall be conducted.

Special Meetings shall be called by the Chair or any two Organization Officers, or upon the request of ten percent of the Organization Members, providing the call shall clearly state the purpose for the meeting and the time and place shall be given electronically transmitted or written notice being given one week (7 days) in advance to all Organization Members. Only business specified in the call for the special meeting shall be conducted.

ARTICLE VII. Quorum

A quorum for transaction of business shall consist of the majority of those members present.

ARTICLE VIII. Officers

There shall be elected from the Members of the Organization:

1. A Chair who shall preside at all meetings, as well as be the chief executive officer of the Organization and perform other functions as deemed necessary by the Executive Committee.
2. A Vice Chair who shall preside in the absence of the Chair or at other times as deemed necessary by the Executive Committee.
3. A Secretary who shall record and preserve all minutes of the meetings and perform other functions as deemed necessary by the Executive Committee. If unable to attend a meeting, the presiding officer shall appoint a secretary pro tem for that meeting.
4. A Treasurer who shall receive, deposit and account for any financial matters of the Organization, providing regular financial reports to the Members, and perform other functions as deemed necessary by the Executive Committee.

The Officers shall be elected for 1 year term of office and are eligible for as many successive terms as the Organization deems appropriate. The Officers shall represent three or more of the member organizations.

ARTICLE IX. Executive Committee

The Executive Committee shall be accountable to the Members and consist of the Chair, Vice Chair and Secretary of the Committee and shall meet at the call of the Chair to perform such actions related to the management of the affairs of the Committee, including but not limited to:

1. Hiring, evaluating and terminating an administrator and/or other personnel, whether compensated or volunteer.
2. Engaging and executing contracts and agreements.
3. May call regular and special meetings.

Except as otherwise required by law or these Bylaws, the Executive Committee shall have all the authority of the Board in the management of the CCLTRO during such time as the Board is not meeting and may authorize contracts and agreements as required. The Treasurer shall be an advisory member without vote to the Executive Committee.

ARTICLE X. Programmatic Committees and Taskforces

The Organization may create such temporary or permanent committees made up of its members or other persons as agreed upon. These committees shall have such authority as the committee directs.

ARTICLE XI. Vacancies and Nominating Process

The Executive Committee shall determine the appropriate process for securing nominations from among the members for vacancies of any of the offices, announcing the nomination process and conducting an election.

ARTICLE XII. Financial Report

The Executive Committee shall name 3 members of the Organization to produce an annual financial report to the Organization to be given at the annual meeting. This report shall include any pertinent information of the foundation.

ARTICLE XIII. Amendments

These Bylaws may be amended, subject to the charter and laws of the State of Tennessee, at any annual meeting or special meeting of the Committee by a two-thirds vote of the voters present, providing that a full, written account of the proposed changes have been sent to all Members two weeks (14 days) prior to the meeting.

ARTICLE XIV. Dissolution of the Committee

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, or to a state or local government, for a public purpose.

Adopted this 1st day of June, 2010.

EXHIBIT C

Conflict of Interest Policy for the Cheatham County Long Term Recovery Organization, Inc.

The purpose of the following policy and procedures is to complement the bylaws of the Cheatham County Long Term Recovery Organization, Inc., (hereinafter referred to as "CCLTRO") to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to CCLTRO, or result in personal financial, professional, or political gain on the part of such persons at the expense of CCLTRO or its Members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of CCLTRO. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to CCLTRO and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of CCLTRO. *Member* means a Member of CCLTRO which shall be a state association of nonprofit organizations that represent a statewide and multi-sector or subsector 501 (c) (3) constituency with a diverse range of corporate identities, or a regional association of nonprofit organizations that represent a specific region within a state or multi-state geographic area and a multi-sector or subsector constituency with a diverse range of corporate identities. *Supporter* means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations who contribute to CCLTRO.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member or their organization stands to benefit from an transaction or staff member of such organization receives payment from for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - d. A board member's organization receives grant funding from CCLTRO.
 - e. A board member or staff member is a member of the governing body of a contributor to CCLTRO.
 - f. A volunteer working on behalf of CCLTRO who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect CCLTRO's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested

EXHIBIT C

directors are less than a quorum provided that at least one consenting director is disinterested.

3. A Board member or Committee member who is formally considering employment with CCLTRO must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with CCLTRO must submit a written request for a temporary leave of absence to the Secretary of the Board, c/o the CCLTRO office, indicating the time period of the leave. The Secretary of CCLTRO will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Board meeting.
4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending 's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with CCLTRO or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.

EXHIBIT D

Part IV- Narrative Description of Activities

Cheatham County Long Term Recovery Organization, Inc. has engaged and will engage in the following activities:

Past Activities – In the past, the Cheatham County Long Term Recovery Organization, Inc. has created a board of directors, become an incorporated entity in the state of Tennessee, and began educating the public about the disaster relief process. The organization began holding formal meetings to educate the members of the organization about the needs during the disaster relief process. To further facilitate the organizations' cause, the organization had several members trained in the case work aspect of disaster relief and, as a whole, have worked to improve the methodology and procedures implemented for the Cheatham County, Tennessee area.

Present Activities – Presently, the organization is holding meetings to improve the policies and procedures in place and coordinating disaster relief efforts of other area nonprofit organizations and government assistance programs. The organization continues to educate the public concerning the disaster relief process and direct victims to available assistance while having volunteers trained to assist victims in the Cheatham County, Tennessee area.

Planned Activities – The organization plans to continue to assist in the disaster relief process by coordinating the efforts of area nonprofits, seeking available grants to purchase supplies and building materials, solicit donations in order to provide for immediate needs for basic living expenses of families in crisis, and managing case workers who assist victims in the Cheatham County, Tennessee area as they go through the disaster relief process.

For additional reference, copies of recent news articles are attached.

South Cheatham Flood Recovery Information

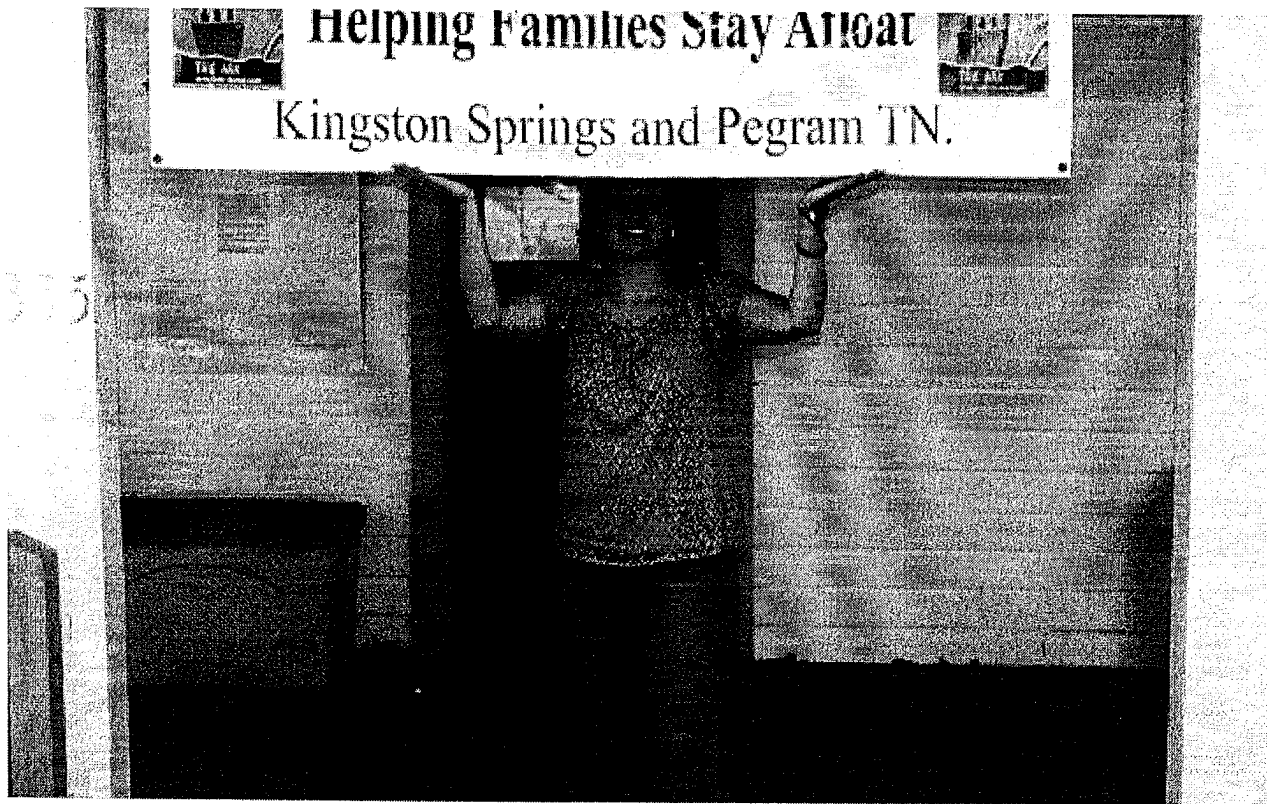
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- [Where South Cheatham Flooded, a Map](#)

In It For The Long Haul: Cheatham County Long Term Recovery Organization Incorporated

Posted by [kingstonsprings](#) on June 3, 2010 · [1 Comment](#)

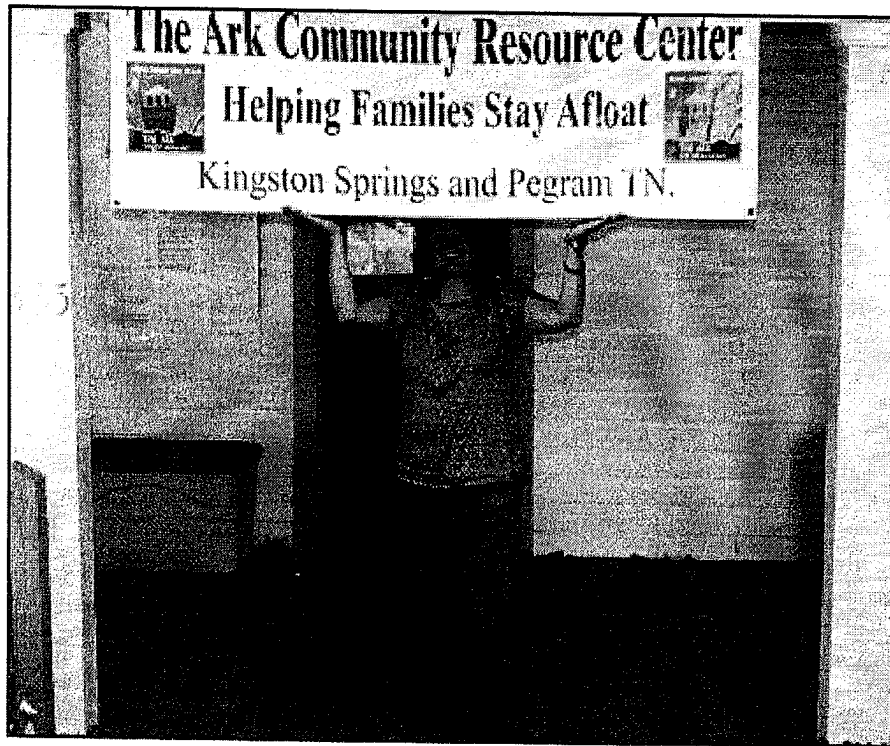


[VOAD group committed to long-term recovery by Randy Moomaw, Ashland City Times, June 02, 2010](#)

The [Ark Community Resource Center](#) director Missy Bolt said a new non-profit [501\(c\)\(3\)](#) is being established to aid in the long term recovery in Cheatham County following the May 2010 flood.

Cheatham County Long Term Recovery Organization Incorporated is seeking groups or individuals who wish to be involved with this effort.

“Non-profits including: The Ark, Mid-Cumberland Community Action Agency, Bethesda Center, local congregations, and other civic organizations are participating,” said Bolt. “You don’t have to be a 501(c)(3) to get involved,” she added. “Individuals, elected officials, and area businesses interested in taking an active part in the long-term recovery in our area are welcome.”



Director Missy Bolt on the porch of The Ark Community Resource Center located at 335 Oak Street in Kingston Springs.

Bolt said, “Businesses seeking to participate cannot make a profit. They must be willing to donate their services and supplies.”

Case-work management is a vital aspect of this recovery movement.

“The idea is to have volunteers from the community assigned to individual flood survivor cases to make sure no one falls through the cracks,” said Bolt. “These volunteer case-work managers will walk an assigned flood survivor(s) through the recovery and rebuilding process step-by-step. Cheatham County Long Term Recovery Organization Incorporated will provide networking, referrals, and resources.”

United Methodist Committee on Relief (UMCOR) will offer case-management training on June 10 & 11.

Training will take place at Harpeth Middle School located at 170 Harpeth View Trail in Kingston Springs.

Volunteers interested in training to be a case-manager must be available for both days of training.

Contact: Jason Brock at jbrock@tnumc.com for registration link or questions.

“Flood survivors seeking assistance from Cheatham County Long Term Recovery Organization Incorporate must first register with FEMA and exhaust all other possibilities for aid,” said Missy.

As of this writing, the bylaws for Cheatham County Long Term Recovery Organization Incorporated had been ratified and the 501(c)(3) application process was underway.

“Once officers are in place, we can complete the application process,” said Bolt.

The group will meet next on Tuesday, June 08 @ 1PM in Ashland City, location TBD.

For additional information contact Chris Neese at chris@cheathamchamber.org

Letter from Chris Neese, Executive Director to Cheatham County Chamber of Commerce.

South Cheatham Flood Recovery Information

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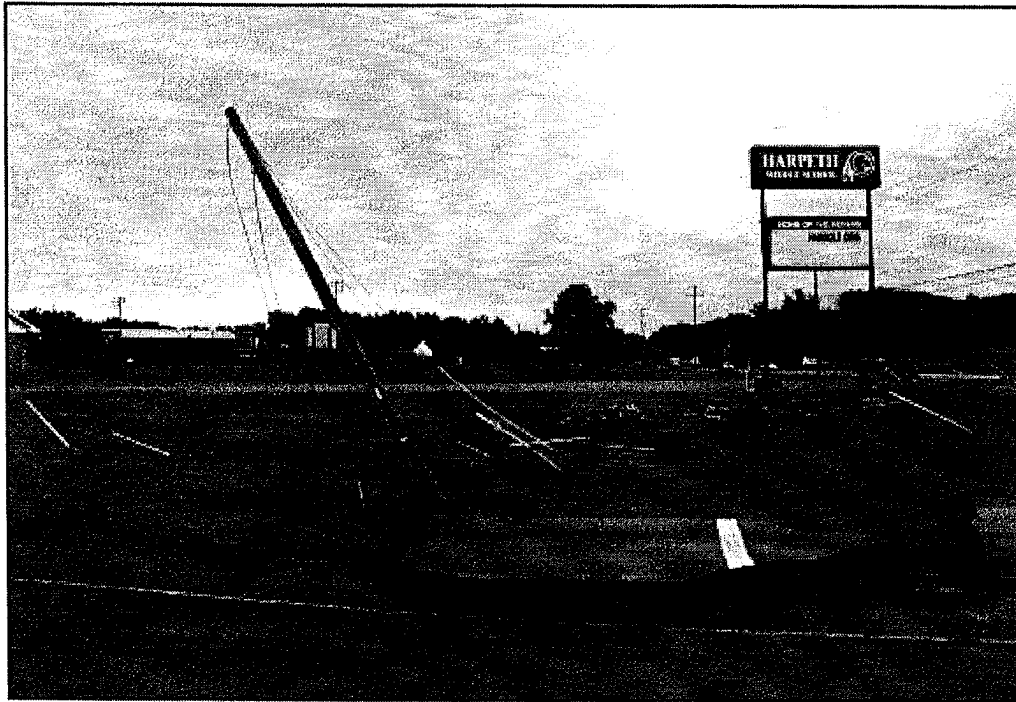


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- [Share Your Flood Stories and Photos](#)
- [Where South Cheatham Flooded, a Map](#)

Casework Management Training Thursday & Friday June 10 & 11 at Harpeth Middle School

Posted by [kingstonsprings](#) on June 8, 2010 · [Leave a Comment](#)





Two-day case-management training offered by UMCOR at Harpeth Middle School, 170 Harpeth View Trail in Kingston Springs. Thursday & Friday June 10th & 11th.

UMCOR case-management training will be offered at Harpeth Middle School, 170 Harpeth View Trail in Kingston Springs on Thursday & Friday June 10th & 11th.

Click [here](#) to register.

From the UMCOR website:

- **Deadline:** Class size limited, deadline Wednesday at Noon; If class size gets too large, some participants may be asked to attend a future training.
- **Instructor:** Christy Smith, UMCOR Consultant—worked as part of the LTR in Jackson, TN and has been doing variety of disaster training for UMCOR since
- **Cost:** None, cost of meals, snacks, and training materials will be covered
- **Future Trainings:** We will be scheduling multiple trainings in different locations over the course of the summer
- **We provide training only.** The organization who would utilize you as a case manager will require an application and background check due to the need to best serve and protect survivors.
- **Bring 3-ring binder** (1 to 1 1/2 inch should be big enough) for the manual and handouts you will receive
- **It is critical you be on time and stay for the full class both days**

From the southcheatham.com post [here](#).

Case-work management is a vital aspect of this recovery movement.

“The idea is to have volunteers from the community assigned to individual flood survivor cases to make sure no one falls through the cracks,” said Bolt. “These volunteer case-

work managers will walk an assigned flood survivor(s) through the recovery and rebuilding process step-by-step. Cheatham County Long Term Recovery Organization Incorporated will provide networking, referrals, and resources.”

United Methodist Committee on Relief (UMCOR) will offer case-management training on June 10 & 11.

Training will take place at Harpeth Middle School located at 170 Harpeth View Trail in Kingston Springs.

TENNESSEAN COM

VOAD group committed to long-term recovery

By Randy Moomaw • The Ashland City Times • June 2, 2010

Cheatham County leaders are laying the groundwork for a Volunteer Organizations Assisting in Disasters (VOAD) group to assist with the long-term recovery from last month's flooding.

A VOAD is a forum where organizations share knowledge and resources throughout the disaster cycle — preparation, response and recovery — to help disaster survivors and their communities.

The Cheatham County organizational meeting was held on May 27 at First Baptist Church in Ashland City. Representatives from relief and support agencies all across Cheatham County were present.

The two key objectives of the meeting were the formation of a communication committee and a committee to facilitate long-term recovery.

It was determined that a central hub must be created for communication along with back up as part of a contingency plan should the central hub be compromised in some way during an emergency.

The scope of potential disasters to consider included a catastrophic earthquake from the New Madrid fault, tornadoes and an electrical grid overload.

Missy Bolt of The Ark in South Cheatham County and Rev. Jeremy Squires of Pleasant View United Methodist Church, who helped run the relief center at Sycamore High School and operates a Facebook site for flood information updates, were appointed to head up the communication committee.

It was decided that a non-profit status be pursued in putting together the long-term recovery committee. Valerie Dreier and Frank Luppe volunteered to work together on getting that set in motion.

Rev. Jason Brock, disaster response coordinator for the Tennessee Conference of the United Methodist Church said that case management training was critical for helping victims navigate the various

stages of recovery. He cited several upcoming training sessions for case management.

Neese said that information referral and fundraising are two critical components of the long-term recovery, but stressed that case management was its greatest need.

"The more trained case management personnel there are, the smoother the recovery process," he said.

For the time being, the VOAD group will meet on a weekly basis at 1 p.m. on Tuesdays with the next meeting to be held at Heritage Bank in Kingston Springs.

Neese, along with Missy Bolt from The Ark and Bobbie Greene from the Mid-Cumberland Community Action Resource Agency, recently attended a Tennessee VOAD meeting, helping to set last week's organizational meeting in motion.

For more information on the local effort, call 792-6722.

Advertisement



Mom Dilemma #36:

Your daughter insists on wearing her princess costume to the grocery store. Allow it or not?

YES, at least she's dressed!

NO, I have some rules!

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EXHIBIT E

Supplemental Schedule, Part V, Line 3a

❖ John E. Mayfield

Qualifications include being the trustee for his own charitable foundation, serving on the boards of seven community organizations, and working closely with several local charitable organizations.

Average Hours worked – 4-6 hours per month.

Duties include serving as chairman, executive committee member, coordinating various activities of the organization and developing relationships with area charitable organizations.

❖ Paige McVity

Qualifications include being regional director for Heritage Bank and serving on the boards of several local charitable organizations.

Average Hours worked – 4-6 hours per month.

Duties include serving as vice chairman and member of the executive committee and working with the chairman to coordinate various activities of the organization and develop relationships with area charitable organizations.

❖ Chris Neese

Qualifications include being president of the Cheatham County Chamber of Commerce and having past experience working with charitable organizations.

Average Hours worked – 4-6 hours per month

Duties include serving as board secretary and member of the executive committee and acting as liaison between local government and the organization.

❖ Valerie Kemp Dreier

Qualifications include being a licensed Certified Public Accountant and serving on the board of several local charitable organization.

Average Hours worked – 4-6 hours per month

Duties include serving as treasurer of the organization and managing the day-to-day operations of the organization including financial operations and adherence to federal, state and local regulations.

EXHIBIT F

Part VI, Line 1a

In carrying out its exempt purpose, the organization provides funds and goods to deserving families and qualified charitable organizations which have been dramatically impacted by a disaster in the Cheatham County, Tennessee area in order to assist in the long term recovery efforts.

Part VIII, Line 4a

The organization plans to receive contributions via personal solicitations at speaking engagements and through business and personal contacts. The organization will apply for foundational grants and governmental grants in order to obtain available funds.

Part VIII, Line 4d

Tennessee is the state jurisdiction in which the organization conducts fundraising activities. Members and volunteers for Cheatham County Long Term Recovery Organization, Inc. conduct all fundraising activities.