



**CHARTER  
OF  
GRAY FALCONS PILOTS ASSOCIATION, INC.**

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

1. The name of the corporation is GRAY FALCONS PILOTS ASSOCIATION, INC.
2. The corporation is a public benefit corporation.
3. The corporation is not a religious corporation.
4. The complete address of the corporation's initial registered office is  

11103 Wexford Drive  
Eads, Tennessee 38028  
Shelby County
5. The name of the initial registered agent at the above address is R. Donald Wilson.
6. The complete address of the corporation's principal office is  

11103 Wexford Drive  
Eads, Tennessee 38028  
Shelby County
7. The corporation is not for profit.
8. The name and complete address of the incorporator is:

R. Donald Wilson  
11103 Wexford Drive  
Eads, Tennessee 38028  
Shelby County

9. The corporation will have members.
10. The corporation shall be permitted to indemnify and hold harmless the directors and officers of the corporation to the fullest extent permitted by Tennessee law. If the Tennessee Nonprofit Corporation Act is amended or other Tennessee law is enacted to permit further elimination or limitation of the personal liability of directors, then the liability of directors of the corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act as so amended or by such other Tennessee law as so enacted.
11. This corporation is organized exclusively for nonprofit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code").
12. To the extent required by Section 501(c)(7) of the Code: (i) no part of the net earnings of the corporation may inure to the benefit of any individual except as reasonable compensation for services actually rendered by such individual or as payments and distributions in furtherance of the purposes set forth herein; (ii) no substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as permitted by Section 501(h) of the Code); and (iii) the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. 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)(7) of the Code.
13. Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

DATED: 12/1/2012

On File \_\_\_\_\_

R. Donald Wilson, Incorporator