

CHARTER  
OF  
THE WELL CHURCH  
LEXINGTON, TENNESSEE

The undersigned, acting as incorporators of a nonprofit corporation under the Tennessee Nonprofit Corporation Act, adopt the following Articles of Incorporation:

1. The name of the corporation is The Well Church, Lexington, Tennessee.
2. The corporation is not for profit.
3. The corporation is a public benefit corporation.
4. The corporation is a religious corporation.
5. The duration of the corporation is perpetual.
6. The name and address of each incorporator is: Kevin Bromley, 83 Riverview Dr. Decaturville, Tennessee 38329, and Terrie Bromley, 83 Riverview Dr. Decaturville, Tennessee 38329, and Ricky Reeves, 639 Natchez Trace Dr. Lexington, Tennessee 38351, and Neil Brown, Elizabeth Circle Lexington, Tennessee 38351, Shasta Melton, Booth Rd. Lexington, Tennessee 38351, Tyler Robinson, 289 Five Fork Rd. Parsons, Tennessee 38363.
7. The name and complete address of the corporation's initial registered agent and office in Tennessee is: Kevin Bromley, 83 Riverview Dr. Decaturville, Tennessee 38329. This office is located in Decatur County.
8. The month and day the corporation's fiscal year shall conclude is December 31.
9. The corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of this charter, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution

of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax code. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

10. The corporation's board of directors shall be known as its board of trustees. Those persons constituting the board of trustees shall be not fewer than three, and shall be appointed by the executive leadership team of the The Well Church. The trustees shall act only upon and according to the explicit instructions of the executive leadership team.

11. No person who is or was a trustee of the corporation, nor such person's heirs, executors or administrators, shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a trustee; provided, however, that this provision shall not eliminate or limit the liability of any such person: (a) for any breach of a trustee's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) under T.C.A. §48-58-302, as amended from time to time.

12. With respect to claims or liabilities arising out of service as a trustee of the corporation, the corporation shall indemnify and advance expenses to each present and future trustee (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.