

**AMENDED AND RESTATED CHARTER
OF
CHURCH OF THE HOLY COMMUNION**

Pursuant to the provisions of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this duly adopted Amended and Restated Charter and states as follows:

1. The name of the corporation is CHURCH OF THE HOLY COMMUNION.
2. The corporation is a public benefit corporation.
3. The corporation is a religious corporation.
4. The complete address of the corporation's initial registered office is:

4645 Walnut Grove Rd.
Memphis, Tennessee 38117
Shelby County
5. The name of the initial registered agent at the above address is Ben C. Adams, Jr..
6. The complete address of the corporation's principal office is:

4645 Walnut Grove Rd.
Memphis, Tennessee 38117
Shelby County
7. The corporation is not for profit.
8. The corporation will have members.
9. The corporation accedes to the Constitution, Canons, doctrine, discipline and worship of The Episcopal Church and The Diocese of West Tennessee. The corporation shall exercise such powers as may be allowed to it under the Constitution and Canons of The Episcopal Church and The Diocese of West Tennessee. In the event of a conflict between the provisions of the Charter and/or Bylaws of the corporation and the Constitution and Canons of The Episcopal Church and/or The Diocese of West Tennessee, the provisions of the Constitution and Canons of The Episcopal Church and The Diocese of West Tennessee shall control.

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 as specified in the Bylaws of the corporation. 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 charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
12. To the extent required by Section 501(c)(3) 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)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
13. Upon dissolution of this Corporation, assets shall be distributed to The Diocese of West Tennessee.

DATED: _____