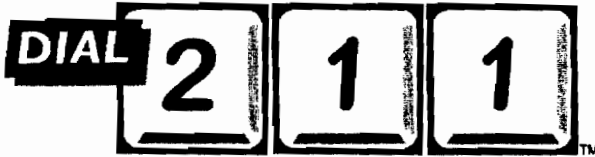


Find Help • Give Help



East Tennessee Information & Referral, Inc.

P.O. Box 33002
Knoxville, TN 37930-3002
Phone: 865-382-2229

Fax: 865-374-0458

Web: www.211easttn.org

Board of Directors

Board Chair
Gary Young

Directors:
Wendell Bandy
Martha Buchanan, M.D.
Cecile Collins
Les Fout
Kathy Hatfield
Charley Gray
Lee Anne Law
Tommy McGaha
Tammy White Miller
Matthew Newell
David Niven
Conor O'Donoghue
Rusty Seymour
Cande Seay
Chris Wise

Advisors:
Charles Finn
Dwight Van de Vate
Russ Jensen

April 15, 2008

Mrs. Patsy Fulton
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE: Petition 0800055 & 0800054

Dear Mrs. Fulton

Per staff request here is a document that clarifies the name change of Knoxville Information and Referral, Inc. to East Tennessee Information Referral. This change occurred in 2003 to reflect the reality that our call center reach extended well beyond the city of Knoxville and to align our name with our vision of being the region's one place to call for information and referral service. If you need further assistance please feel free to call me at (865) 374-0453.

Sincerely,

Gary Young
East Tennessee Information and Referral, Inc.
Treasurer

RECEIVED

APR 17 2008

TN REGULATORY AUTHORITY
COMMUNICATIONS DIVISION

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2008 APR 23 AM 2:18
T.R.A. DOCKET ROOM



A United Way Agency

**ARTICLES OF AMENDMENT
TO THE CHARTER OF
KNOXVILLE INFORMATION AND REFERRAL, INC.**

Pursuant to § 48-60-105 of the Tennessee Nonprofit Corporation Act,
undersigned corporation adopts the following Articles of Amendment to its Charter:

1. **Name.** The name of the corporation is **KNOXVILLE INFORMATION AND
REFERRAL, INC.** (the "Corporation").

2. **Amendments.** The text of the Charter amendments adopted by the Corporation
are as follows:

(a) Paragraph 1 of the Charter is amended to read as follows:

The name of the Corporation is **EAST TENNESSEE
INFORMATION AND REFERRAL, INC.**

(b) Paragraph 3 of the Charter is amended to read as follows:

The street address of the Corporation's principal office is 431 Park
Village Road, Suite C, Knoxville, Knox County, Tennessee 37923.

(c) Paragraph 4 of the Charter is amended to read as follows:

The street address of the Corporation's registered office and its
registered agent is 800 S. Gay Street, Suite 2500, First Tennessee
Plaza, Knoxville, Knox County, Tennessee 37929; and the name of
the Corporation's registered agent is Charles M. Finn.

The foregoing amendments to the Charter of the Corporation were adopted
pursuant to resolutions unanimously approved at the Directors' regular monthly meeting held on
February 26, 2003.

KNOXVILLE INFORMATION AND
REFERRAL, INC.

By Marion W. Ferrill
Its: President

STEVE HALL
REGISTER OF DEEDS
KNOX COUNTY

RECEIVED
JAN 10 1986

FILED

99 MAY -7

CHARTER OF

STEVE HALL
REGISTER OF DEEDS
KNOX COUNTY

KNOXVILLE INFORMATION AND REFERRAL, INC.

SECRET

The undersigned, being qualified to act as an incorporator, adopts the following Charter for the purpose of organizing a not-for-profit corporation under the Tennessee Nonprofit Corporation Act, *Tennessee Code Annotated* § 48-51-101, *et seq.*:

1. **Name.** The name of the Corporation is **KNOXVILLE INFORMATION AND REFERRAL, INC.** (the "Corporation").

2. **Public Benefit.** The Corporation is a public benefit corporation.

3. **Principal Office.** The street address of the Corporation's principal office is 315 Gill Avenue, Knoxville, Knox County, Tennessee 37917.

4. **Registered Office and Registered Agent.** The street address of the Corporation's registered office and its registered agent is 315 Gill Avenue, Knoxville, Knox County, Tennessee 37917; and the name of the Corporation's registered agent is **ROBERT McDONALD**.

5. **Incorporator.** The name of the incorporator is Charles M. Finn, and his address is Suite 2500, First Tennessee Plaza, 800 South Gay Street, Knoxville, Tennessee 37929.

6. **Non-Profit.** The Corporation is not-for-profit; and it shall at all times comply with Tenn. Code Ann. § 48-51-501, as it now exists, and may hereafter be amended.

7. **Members.** The Corporation will not have members.

8. **Purpose.** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue law).

Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall involve the promotion of propaganda, or otherwise involve activities that attempt to influence legislation. Further, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 § 501(c)(3) of the Code;
- b. by a corporation, contributions of which are deductible under § 170(c)(2) of the Code; or
- c. by any other applicable federal, state or local laws.

10. **Dissolution.** Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one (1) or more of the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court 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 the court shall determine, which are organized and operated exclusively for such purposes.

11. **Immunity from Suit.** No director of the Corporation shall incur any personal liability to the Corporation for monetary damages for any breach of his or her fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability

c. For any unlawful distribution under Tenn. Code Ann. § 48-58-304.

12. **Indemnification.** Any director or officer shall be entitled to indemnification or to advancement of expenses incurred by him or her in connection with any proceeding to which he or she is a party because he or she is or was a director or an officer of the Corporation arising out of his or her status as a director or officer; provided, however, that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes his or her liability:

a. For any breach of the duty of loyalty to the Corporation;

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

c. For any unlawful distribution under Tenn. Code Ann. § 48-58-304.

It is intended that these provisions provide for indemnification and advancement of expenses of the director and officers to the fullest extent permitted by law.

13. **Distributions.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

14. **Self-Dealing.** The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the Code which would give rise to any liability for, or corresponding provisions of, any subsequent federal tax laws.

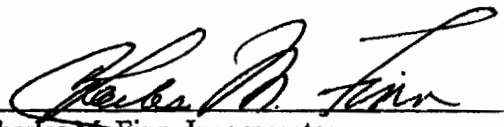
15. **Excess Business Holdings.** The Corporation shall not retain any excess business holdings as defined in § 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

16. **Taxable Expenditures.** The Corporation shall not make any taxable expenditures as defined in § 4945(d) of the Code or corresponding provisions of any subsequent

18. **Amendments.** The provisions of this Charter are subject to amendment as provided under the laws of the State of Tennessee; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this Corporation is formed.

19. **References to Internal Revenue Code.** All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or later amended, or the corresponding provisions of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Tennessee shall be deemed to refer to the laws of the State of Tennessee as now in force or hereafter amended.

DATED this 6th day of May, 1999.


Charles M. Finn, Incorporator

J:\INCORPOR\CHARITY\KnoxInfor\CharterKIR.cha((06549.00199)