

STATE OF TENNESSEE
COUNTY OF DAVIDSON

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**CHARTER OF THE SPORTS AUTHORITY
OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY**

RILEY DARNELL
SECRETARY OF STATE

We, the undersigned natural persons, desiring to form a corporation under, and pursuant to, the provisions of the laws of the State of Tennessee, and particularly the provisions of Chapter 67, Title 7, Tennessee Code Annotated, as amended, do hereby certify as follows:

ARTICLE I

Each of us is an qualified voter and a taxpayer in, The Metropolitan Government of Nashville and Davidson County, Tennessee, and our respective names and residences are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Philip N. Bredesen	1724 Chickering Road, Nashville, Tennessee 37215
James L. Murphy III	3724 Woodmont Lane, Nashville, Tennessee 37215
Joe B. Huddleston	3031 Woodlawn Drive, Nashville, Tennessee 37215

ARTICLE II

The name of this Corporation shall be "The Sports Authority of the Metropolitan Government of Nashville and Davidson County" (hereinafter "Sports Authority").

ARTICLE III

Permission to organize this Sports Authority has been granted by a resolution duly adopted by the Metropolitan Council on the 16th day of October, 1995.

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ARTICLE IV

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The location of the principal office of this Corporation shall be 107 Metropolitan Courthouse, Nashville, Tennessee 37201.

The registered agent of the corporation will be Joe B. Huddleston,
105 Metro Courthouse, Nashville TN 37201

ARTICLE V

The purposes for which the Sports Authority is organized are to operate within the meaning of Title 7, Chapter 67 of the Tennessee Code in planning, promoting, financing, constructing, acquiring, renovating, equipping and enlarging buildings and operating sports complexes, stadiums, arenas, structures and facilities for public participation and enjoyment of professional and amateur sports, fitness, health and recreational activities. The primary purpose of any and all such facilities shall be the conduct of sports event, but use of these facilities need not be limited to those events. Furthermore, it is the purpose of the authority to conduct itself to do what is reasonable and necessary to attract professional sports franchises to the Metropolitan Nashville and Davidson County area.

ARTICLE VI

The Sports Authority shall be governed by a board of directors, having nine (9) directors, all of whom shall be duly qualified voters and taxpayers in, The Metropolitan Government of Nashville and Davidson County, Tennessee. The qualification, terms of office, and duties of such directors shall be as provided in Chapter 67, Title 7, Tennessee Code Annotated, as amended.

ARTICLE VII

The Authority shall have perpetual existence.

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RILEY DARNELL
SECRETARY OF STATE

ARTICLE VIII

The Sports Authority shall have all the powers authorized by applicable statutes, and particularly by Chapter 67, Title 7, Tennessee Code Annotated, including amendments thereto heretofore or hereafter adopted, and all powers incidental thereto or necessary for the performance thereof, including, without limitation, the following:

(1) to exercise all powers expressly given in this Certificate of Incorporation and to establish by-law and make all rules and regulations not inconsistent with this Certificate of Incorporation or the provisions of Chapter 67, Title 7, Tennessee Code Annotated, deemed expedient for the management of the Sports Authority's affairs. Any meeting held by the board of directors for any purpose whatsoever shall be open to the public.

(2) to have succession by its corporate name in perpetuity, unless sooner dissolved;

(3) to sue and be sued and to prosecute and defend, at law or inequity, in any court having jurisdiction of the subject matter and of the parties;

(4) to have and to use a corporate seal and to alter the same at pleasure;

(5) to operate, maintain, manage, and enter into contracts for the operation, maintenance and management of any project undertaken, and to make rules and regulations with regard to such operation, maintenance and management;

(6) to employ, contract with, fix the compensation of, and discharge engineering, architectural, legal and financial experts, and such consultants, agents and employees, as may be necessary to carry out the purposes of Chapter 67, Title 7, Tennessee Code Annotated, and to provide for the proper construction, operation and maintenance of this project;

(7) to lease, rent and contract for the operation of all or any part of any project for sports and recreational facilities, and to charge and collect rent therefor and to terminate any

such lease upon the failure of the lessee to comply with any of the obligations thereof; and to include in or exclude from any such lease provisions that the lessee shall have the option to renew the term of the lease for such period or periods and at such rent as shall be determined by the board of directors;

(8) to lease such space in a project as from time to time may not be needed for sports and recreational purposes to any other person, corporation, partnership or association for such purposes as the board of directors may determine are in the best interest of the authority or will help facilitate the purposes for which the authority was created, and upon such terms and in such manner as the board may determine;

(9) to fix and collect rates, rentals, fees and charges for the use of any and all sports and recreational facilities of the Sports Authority;

(10) to contract for the operation of concessions on or in any of the sports and recreational facilities of the Sports Authority;

(11) to advertise within or without the state any of the sports and recreational facilities of the Sports Authority;

(12) to sell, exchange, donate, and convey any or all of its properties, whenever the board of directors shall find any such action to be in furtherance of the purposes for which the Sports Authority was organized;

(13) to procure and enter into contract for any type of insurance or indemnity against loss or damage to property from any cause, including loss of use and occupancy, against death or injury of any person, against employer's liability, against any act of any member, officer or employee of the Sports Authority in the performance of the duties of such person's office or employment or any other insurable risk, as the board of director, in its discretion, may deem necessary;

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RILEY DASH
SECRETARY OF STATE

(14) to accept donations, contributions, revenues, capital grants or gifts from any individuals, associations, public or private corporations, and municipalities, the state or the United States, or any agency or instrumentality thereof, for or in aid of any of the purposes of Chapter 67, Title 7, Tennessee Code Annotated, and to enter into agreements in connection therewith;

(15) to borrow money and issue its revenue bonds for the purpose of carrying out any of its powers, payable out of the revenues of the Sports Authority (other than tax revenues derived from ad valorem property taxes, which shall not be contributed or pledged in payment of or collateral for any bonds of the Sports Authority), and only after the form and terms of such bonds are approved by the Metropolitan Council;

(16) to employ and pay compensation to such employees and agents, including attorneys, as the board of directors shall deem necessary for the business of the Sports Authority;

(17) as security for the payment of the principal of and interest of bonds so issued and any agreements made in connection therewith, to mortgage and pledge any or all of its projects or any part or parts thereof, whether then owned or thereafter acquired, and to pledge the revenue and receipts therefrom or from any thereof;

(18) to sell seat licenses for any or all of its projects, or any part or parts thereof, whether then owned or thereafter acquired; and

(19) to enter into any contract to facilitate the location of a professional sports team in any of its projects, whether then owned or thereafter acquired, make any payments required thereunder and borrow funds for the purpose of making such payments as provided in Chapter 67, Title 7, Tennessee Code Annotated, funded from revenues other than tax revenues.

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ARTICLE IX

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RILEY DARNELL
CLERK OF THE STATE

The Sports Authority shall be a nonprofit corporation as provided in Chapter 67, Title 7, Tennessee Code Annotated, as amended, and shall constitute a public instrumentality of The Metropolitan Government of Nashville and Davidson County, Tennessee, but shall have no power to obligate such Metropolitan Government in any way, all as provided in said Chapter and Title. No part of the net earnings of the Sports Authority remaining after payment of its expenses shall inure to the benefit of any individual, firm or corporation, except that in the event the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Sports Authority, including reserves therefor, any net earnings of the Sports Authority thereafter accruing may be used to provide a reserve for depreciation of any project or projects undertaken by such Sports Authority in an amount determined by the board of directors to be necessary and reasonable, and net earning available thereafter shall be paid to The Metropolitan Government of Nashville and Davidson County; provided that nothing herein contained shall prevent the board of directors from transferring all or any part of its properties in accordance with the terms of any lease entered into by the authority.

ARTICLE X

In the event of dissolution of the Sports Authority, the title to all funds and properties owned by the Sports Authority at the time of such dissolution shall vest in and be delivered to The Metropolitan Government of Nashville and Davidson County.

ARTICLE XI

The members of the board of directors shall comply with all applicable conflict of interest provisions that apply to all boards and commissions of The Metropolitan Government of

Nashville and Davidson County, now and in the future existing, as stated in the Tennessee Code Annotated and/or the Metropolitan Code of Laws.

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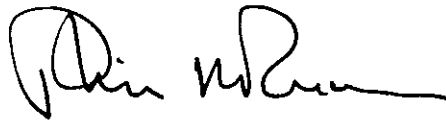
RILEY DARNELL
SECRETARY OF STATE

ARTICLE XII

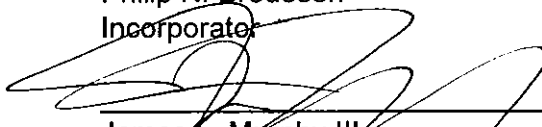
This charter may at any time and from time to time be amended in a manner prescribed by Chapter 67, Title 7, Tennessee Code Annotated.

WE, THE UNDERSIGNED, apply to the State of Tennessee for a Certificate of Incorporation for the purposes declared in the foregoing instrument.

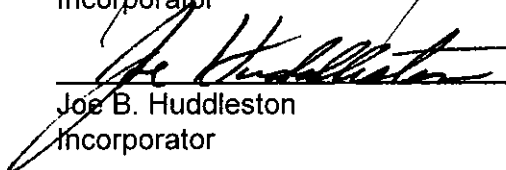
Executed this 9th day of October, 1995.



Philip N. Bredesen
Incorporator




James L. Murphy III
Incorporator



Joe B. Huddleston
Incorporator

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

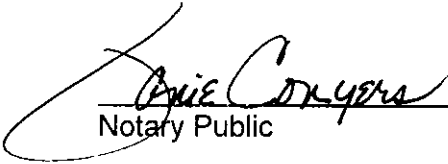
Personally appeared before me, , a Notary Public in and for said county, the within incorporators, Philip N. Bredesen, James L. Murphy III, and Joe B. Huddleston, with whom I am personally acquainted, and who acknowledged that they executed

the within Charter of the Sports Authority of The Metropolitan Government of Nashville and Davidson County for the purposes therein contained and expressed.

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RILEY DARNELL
SECRETARY OF STATE
WITNESS my hand and Official Seal at office, this the 9th day of October

1995.



Notary Public

My Commission expires: NOVEMBER 22nd, 1997

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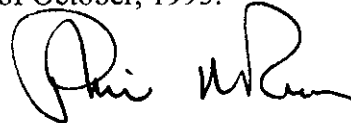
RILEY DARNELL
SECRETARY OF STATE

APPLICATION FOR THE ESTABLISHMENT OF THE
SPORTS AUTHORITY OF THE METROPOLITAN
GOVERNMENT OF NASHVILLE AND DAVIDSON
COUNTY

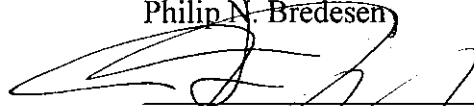
To the Members of the Metropolitan
County Council of The Metropolitan
Government of Nashville and Davidson
County

We the undersigned duly qualified voters and taxpayers in, The Metropolitan Government of Nashville and Davidson County, hereby seek permission to apply, pursuant to the provisions of Chapter 67, Title 7, Tennessee Code Annotated, for the incorporation of a sports authority to be known as "The Sports Authority of the Metropolitan Government of Nashville and Davidson County". The proposed Charter of The Sports Authority of the Metropolitan Government of Nashville and Davidson County is attached hereto, incorporated herein, and submitted herewith. We request that you, the Metropolitan County Council of The Metropolitan Government of Nashville and Davidson County, as the governing body of such Metropolitan Government, by appropriate resolution duly adopted, find and determine that it is wise, expedient, necessary and advisable that the corporation be formed, approve the form of the attached proposed Charter, and authorize us to proceed to form such corporation.

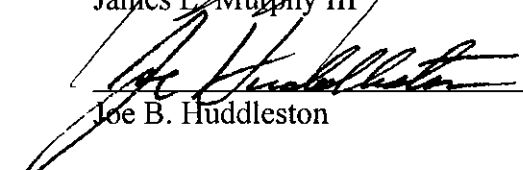
Respectfully submitted, this 9th day of October, 1995.



Philip N. Bredesen



James L. Murphy III



Joe B. Huddleston