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AMENDED AND RESTATED CHARTER

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OF

RILEY BARKELL
SECRETARY THE INDUSTRIAL DEVELOPMENT BOARD

OF THE TOWN OF COLLIERVILLE, TENNESSEE

Pursuant to the provisions of Section 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned domestic corporation adopts the following Amended and Restated Charter for such corporation:

1. The name of the corporation is **THE INDUSTRIAL DEVELOPMENT BOARD OF THE TOWN OF COLLIERVILLE, TENNESSEE.**
2. The corporation is a public benefit corporation.
3. The corporation's registered office is Collierville Town Hall, 101 Walnut, Collierville, Shelby County, Tennessee 38017. The corporation's registered agent at that office is Nancy Kirk.
4. The address of the principal office of the corporation is 101 Walnut, Collierville, Shelby County, Tennessee 38017.
5. The corporation is not for profit.
6. The corporation will not have members.
7. The corporation shall have perpetual existence.
8. The corporation shall have nine (9) directors, whose qualifications, terms of office and duties shall be as provided by the provisions of Title 7, Chapter 53 of the Tennessee Code Annotated, as amended from time to time (hereinafter the "Act").
9. The purposes for which the corporation is organized are to do business as an industrial development corporation acting under the Act and this corporation shall have all the powers authorized by the Act, including any amendments to the Act hereafter adopted. It is the intention of the incorporators that the scope of the authorized activities of this corporation and the corporate powers of this corporation shall be as broad as is permitted by the statutes of the State of Tennessee which are from time to time applicable to this corporation. In addition to the powers set forth in the Act, the corporation shall be empowered:

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 (a) to acquire, whether by purchase, exchange, gift, lease or otherwise one (1) or more projects, without regard to whether the corporation shall improve, maintain, equip or furnish such project, and

SECRETARY OF STATE
 (b) to lease, rent or otherwise convey for an estate for years any project to one or more lessees for such periods of time and upon such terms and conditions as the corporation shall, in its discretion, deem appropriate.

10. The corporation shall be a non-profit corporation as provided in the Act and shall constitute a public instrumentality of the Town of Collierville, Tennessee, but shall have no power to obligate the Town in any way, except as provided in the Act.

11. The names and addresses of the initial incorporators of the corporation were:

Sidney Turnipseed, 359 Peterson Lake Road, Collierville, Tennessee 38017

Ed Tonahill, 336 Burley Cove, Collierville, Tennessee 38017

Stanley White, 791 Fletcher Cove, Collierville, Tennessee 38017

12. In the event of dissolution, all the remaining assets and property of the corporation shall, after the payment of the debts of the corporation and necessary expense incident to such dissolution, be distributed at the direction of the Board of Directors of the corporation to the Town of Collierville.

13. Permission to organize this corporation was granted by resolution duly adopted by the governing body of the Town of Collierville, Tennessee, on December 14, 1976. This Amended and Restated Charter was duly adopted by the Board of Directors of the corporation by written consent effective ~~May~~ May 18, 1996, and was approved and authorized by Resolution duly adopted by the Mayor and Board of Aldermen of the Town of Collierville, Tennessee at a meeting held on May 28, 1996.

14. This Amended and Restated Charter shall be effective when filed with the Secretary of the State of Tennessee.

Dated: ~~May~~ May 18, 1996.

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RILEY BARNELL
SECRETARY OF STATE

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THE INDUSTRIAL DEVELOPMENT BOARD OF
THE TOWN OF COLLIERVILLE, TENNESSEE

By: Lucia Outlan
Lucia Outlan, Director

Ed Gibbons
Ed Gibbons, Director

Joe Christian
Joe Christian, Director

HENRY COATS
Henry Coats, Director

Ed Green
Ed Green, Director

Charles Lumpkin
Charles Lumpkin, Director

Ed Rossett
Ed Rossett, Director

Randy Houston
Randy Houston, Director

Tommy Shepherd
Tommy Shepherd, Director

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public in and for the State and County aforesaid, personally appeared Lucia Outlan, Chairman, Ed Gibbons, Vice-Chairman, Joe Christian, Secretary, Henry Coats, Ed Green, Charles Lumpkin, Ed Rossett, Randy Houston, and Tommy Shepherd, with whom I am personally acquainted and who, upon being duly sworn according to law, acknowledged themselves to be all of the Directors of The Industrial Development Board of the Town of Collierville, Tennessee, a Tennessee Nonprofit public benefit corporation, and that they as such directors, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation thereto by themselves as directors.

Witness my hand and official seal at office this the 19 day of ^{June} ~~May~~, 1996.

Lynn Carmack
Notary Public



My Commission Expires:
My Commission Expires Aug 12, 1998