Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 09/10/07
REQUEST NUMBER: 6127-0569
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/10/07 1548
EFFECTIVE DATE/TIME: 09/10/07 1548
CONTROL NUMBER: 0558241

TO:
J. GRAHAM MATHERNE-P.C.
2525 WEST END AVE.
SUITE 1500
NASHVILLE, TN 37203

Davidson County CHARTER
Recvd: 09/10/07 16:13 5 pgs
Fees:7.00 Taxes:0.00
20070910-0108668

RE:
J. GRAHAM MATHERNE-P.C.
CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - FOR PROFIT ON DATE: 09/10/07

	FEES	
RECEIVED:	$100.00	$0.00
TOTAL PAYMENT RECEIVED:		$100.00

FROM:
J. GRAHAM MATHERNE
205 BURNT LEAF

BRENTWOOD, TN 37027-0000

RECEIPT NUMBER: 00004265411
ACCOUNT NUMBER: 00578632

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

CHARTER

OF

J. GRAHAM MATHERNE-P.C.

RECEIVED
STATE OF TENNESSEE
2007 SEP 10 PM 3:48
FILED
RILEY C. DARNELL
SECRETARY OF STATE

The undersigned, having capacity to contract and acting as the Incorporator for the above named corporation under the Tennessee Business Corporation Act, adopts the following charter for such corporation:

1. The name of the corporation is J. GRAHAM MATHERNE-P.C.

2. The complete address of the corporation's initial registered office in Tennessee is 2525 West End Avenue, Suite 1500, Nashville, Davidson County, Tennessee, 37203. The name of the initial registered agent, whose business office is located at the above address, is J. Graham Matherne.

3. The name and complete address of the incorporator is J. Graham Matherne, 2525 West End Avenue, Suite 1500, Nashville, Tennessee 37203.

4. The complete address of the corporation's principal office is 2525 West End Avenue, Suite 1500, Nashville, Davidson County, Tennessee 37203.

5. The corporation elects to be governed by the provisions of the Tennessee Professional Corporation Act as found in TCA Section 48-101-601, *et seq.*

6. The corporation is for profit.

7. The corporation is organized :

(a) To engage in the practice of law in all of its facets, by and through natural persons duly licensed and authorized under the laws of the State of Tennessee to engage in the practice of law; and,

(b) To have and exercise all of the rights, powers, and privileges granted specifically to professional corporations by the Tennessee Professional Corporation Act and to have and to exercise all of the rights, powers, and privileges granted to corporations generally by the Tennessee Business Corporation Act, except where such rights, powers, and privileges are prohibited to a professional corporation engaged in the business of the practice of the profession of law; and,

(c) To engage in all business activities which such a professional corporation may lawfully conduct, within and without the State of Tennessee.

8. The corporation is authorized to issue One Thousand (1,000) shares of no par value common stock.

(a) Common shares shall have unlimited voting rights and shall have the right to receive the net assets of the corporation upon dissolution.

(b) No shares issued by the corporation shall be issued to, held by, or in any way transferred to any person who is not duly licensed and authorized under the laws of the State of Tennessee to engage in the practice of law, except as and to the limited extent expressly permitted under the provisions of the Tennessee Professional Corporation Act. All shares are

subject to mandatory repurchase by the corporation in accordance with the provisions of the Tennessee Professional Code Act.

9. The shareholders of the corporation shall not have the preemptive rights to purchase any shares of any class of stock of the corporation.

10. The business and affairs of the corporation shall be managed by a Board of Directors. There shall be only one officer of the corporation and the officer of the corporation shall be the sole shareholder.

11. The officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as an officer, except to the minimum extent required by law: (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 48-18-304 of the Tennessee Business Corporation Act.

(a) If the Tennessee Business Corporation Act is amended or superseded after the filing of this charter to authorize corporate action further eliminating or limiting the personal liability of an officer, then the liability of the officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act as so amended from time to time or by such act as may supersede it.

(b) The affirmative vote of all votes eligible to be cast at a meeting of shareholders duly called and held shall be required to reduce the scope of indemnification provided in this Section 11 and no repeal or

modification of Section 11 by the shareholders of the corporation shall reduce or adversely affect any right or protection of an officer of the corporation existing at the time of such repeal or modification.

12. While a Partner of Wyatt, Tarrant & Combs, LLP, the corporation shall conduct no business or activity other than being a Partner of Wyatt, Tarrant & Combs, LLP; while a Partner of Wyatt, Tarrant & Combs, LLP, the identity of the shareholder of the corporation, articles of incorporation, bylaws, stockholder agreement, or other governing instruments and documents of corporation must be approved by the Managing Partner of Wyatt, Tarrant & Combs, LLP and thereafter may not be amended or modified without the prior written consent of the Managing Partner of Wyatt, Tarrant & Combs, LLP. The foregoing provisions maybe enforced by specific performance.

IN WITNESS WHEREOF, this Charter is dated the 10th day of September, 2007.

J. Graham Matherne

J. Graham Matherne, Incorporator