

User Fee for Exempt Organization Determination Letter Request

▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only

Control number _____
Amount paid _____
User fee screener _____

1 Name of organization
Stegall Charitable Educational Foundation

2 Employer Identification Number
APPLIED FOR

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

- 3 Type of request
- a Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years . . . ▶ **\$150**
- Note: If you checked box 3a, you must complete the Certification below.

Certification

I certify that the annual gross receipts of _____
name of organization
have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶ _____ Title ▶ _____

- b Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ **\$500**
- c Group exemption letters ▶ **\$500**

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2000-8, 2000-1, I.R.B. 230.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the United States Treasury for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Attach Check or Money Order Here

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

Note: If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.
A User Fee must be attached to this application.
 If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.
Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant


1a Full name of organization (as shown in organizing document) Stegall Charitable Educational Foundation		2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) Applied For
1b c/o Name (if applicable) Sandra Y. Trail		3 Name and telephone number of person to be contacted if additional information is needed Sandra Y. Trail, Attorney (615) 895-9890
1c Address (number and street) 107 North Maple Street	Room/Suite	4 Month the annual accounting period ends December
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. Murfreesboro, TN 37130		5 Date incorporated or formed September 13, 2002
1e Web site address		6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> (501)(k) d <input type="checkbox"/> 501(n)
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
8 Is the organization required to file Form 990 (or Form 990-EZ)? <input type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see page 3 of the Specific Instructions).		
9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.		

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a **Corporation** — Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b **Trust** — Attach a copy of the Trust indenture or Agreement, including all appropriate signatures and dates.
- c **Association** — Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here  _____ **President** 10/18/02
(Signature) (Type or print name and title or authority of signer) (Date)

For Paperwork Reduction Act Notice, see page 7 of the instructions.

Stegall Charitable Educational Foundation
107 North Maple Street
Murfreesboro, TN 37130

Statement Regarding Employer Identification Number (EIN):

An Employer Identification Number has been applied for. IRS Form SS-4, Application for Employer Identification Number is dated October 18, 2002, and was forwarded to the IRS via facsimile at (215) 516-3990 on October 18, 2002.

Part II Activities and Operational Information

1 Provide a detailed narrative description of all the activities of the organization — past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE ATTACHMENT

2 What are or will be the organization's sources of financial support? List in order of size.
\$10,000.00 cash initially; charitable beneficiary of the Stegall Charitable Remainder Unitrust; and residuary beneficiary of the Estate of Whitney Stegall

3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

SEE ATTACHMENT

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Amy Swartz, Trustee Whitney Stegall, Jr., Trustee Sandra Y. Trail, Trustee	* * *

*The Trustees will share annual compensation equal to approximately 1% of the net assets of the Foundation

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.) Yes No
If "Yes," explain.

Amy Swartz and Whitney Stegall, Jr. are Grantor's children

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

8¹ What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."
SEE ATTACHMENT

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No
If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties. Yes No

11 Is the organization a membership organization? Yes No
If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

SEE ATTACHMENT

13 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No

If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions — You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See Specific Instructions, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See Specific Instructions, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

7 Is the organization a private foundation?

- Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?

- Yes (Complete Schedule E.)
 No

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|--|--|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| b | <input checked="" type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| h | <input type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vii) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vi) or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question 14. If you checked box g in question 9, go to questions 11 and 12. If you checked box h, i, or j, in question 9, go to question 10.

Part III Technical Requirements (Continued)

- 10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
- Yes — Indicate whether you are requesting:
- A definitive ruling. (Answer questions 11 through 14.)
 - An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
- No — You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, Statement of Revenue and Expenses, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:

- a Enter 2% of line 8, column (e), Total, of Part IV-A.
- b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

13 If you are requesting a definitive ruling under section 509(a)(2), check here and:

- a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, Line 4d, on page 3.)
- b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?	X		H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From 9/13/02 to 12/31/02	(b) 2003	(c) 2004	(d) _____	
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants — see page 6 of the instructions)	10,000.00	SEE ATTACHED	SEE ATTACHED		10,000.00
2 Membership fees received					
3 Gross investment income (see instructions for definition)		200.00	200.00		400.00
4 Net income from organization's unrelated business activities not included on line 3					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total (add lines 1 through 7)	10,000.00	200.00	200.00		10,400.00
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22					
10 Total (add lines 8 and 9)	10,000.00	200.00	200.00		10,400.00
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	10,000.00	200.00	200.00		10,400.00
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)		100.00	100.00		
18 Other salaries and wages					
19 Interest					
20 Occupancy (rent, utilities, etc.)					
21 Depreciation and depletion					
22 Other (attach schedule) scholarships		1,000.00	1,000.00		
23 Total expenses (add lines 14 through 22)		1,100.00	1,100.00		
24 Excess of revenue over expenses (line 13 minus line 23)	10,000.00	(900.00)	(900.00)		

Assets		
1	Cash	10,000.00
2	Accounts receivable, net	0.00
3	Inventories	0.00
4	Bonds and notes receivable (attach schedule)	0.00
5	Corporate stocks (attach schedule)	0.00
6	Mortgage loans (attach schedule)	0.00
7	Other investments (attach schedule)	0.00
8	Depreciable and depletable assets (attach schedule)	0.00
9	Land	0.00
10	Other assets (attach schedule)	0.00
11	Total assets (add lines 1 through 10)	10,000.00
Liabilities		
12	Accounts payable	0.00
13	Contributions, gifts, grants, etc., payable	0.00
14	Mortgages and notes payable (attach schedule)	0.00
15	Other liabilities (attach schedule)	0.00
16	Total liabilities (add lines 12 through 15)	0.00
Fund Balances or Net Assets		
17	Total fund balances or net assets	10,000.00
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	10,000.00

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

The Foundation initially received a cash contribution of \$10,000.00. It is not anticipated that any additional funds will be received until the death of Whitney Stegall.

Schedule H. Organizations Providing Scholarship Benefits, Student Aid, etc., to Individuals

1a Describe the nature and the amount of the scholarship benefit, student aid, etc., including the terms and conditions governing its use, whether a gift or a loan, and how the availability of the scholarship is publicized. If the organization has established or will establish several categories of scholarship benefits, identify each kind of benefit and explain how the organization determines the recipients for each category. Attach a sample copy of any application the organization requires individuals to complete to be considered for scholarship grants, loans, or similar benefits. (Private foundations that make grants for travel, study, or other similar purposes are required to obtain advance approval of scholarship procedures. See Regulations sections 43.4945-4(c) and (d).)
SEE ATTACHMENT

b If you want this application considered as a request for approval of grant procedures in the event we determine that the organization is a private foundation, check here

c If you checked the box in 1b above, check the box(es) for which you wish to organization to be considered.

- 4945(g)(1)
- 4945(g)(2)
- 4945(g)(3)

2 What limitations or restrictions are there on the class of individuals who are eligible recipients? Specifically explain whether there are, or will be, any restrictions or limitations in the selection procedures based upon race or the employment status of the prospective recipient or any relative of the prospective recipient. Also indicate the approximate number of eligible individuals.
SEE ATTACHMENT

3 Indicate the number of grants the organization anticipates making annually **NONE**

4 If the organization bases its selections in any way on the employment status of the applicant or any relative of the applicant, indicate whether there is or has been any direct or indirect relationship between the members of the selection committee and the employer. Also indicate whether relatives of the members of the selection committee are possible recipients or have been recipients.
SEE ATTACHMENT

5 Describe any procedures the organization has for supervising grants (such as obtaining reports or transcripts) that it awards and any procedures it has for taking action if the terms of the grant are violated.
N/A

For more information, see back of Schedule H.

FORM 1023

**APPLICATION FOR RECOGNITION OF EXEMPTION
STEGALL CHARITABLE EDUCATIONAL FOUNDATION**

PART II Activities and Operational Information (Questions 1, 3, 8 and 12b)

- 1 The Stegall Charitable Educational Foundation (the "Foundation") was initially funded with \$10,000.00. It is not anticipated that the Foundation will receive any additional funds until the death of Whitney Stegall (the "Grantor"). The Grantor has named the Foundation as the charitable beneficiary of the inter-vivos Stegall Charitable Remainder Unitrust. The Grantor's Last Will and Testament names the Foundation as the residuary beneficiary of his estate. The Foundation will be managed by a Board of Trustees. The purpose of the Foundation is to provide scholarships for any deserving and worthy student to attend a university of his or her choice. The Trustees shall make distributions of net income and principal in such amounts as they deem necessary for the scholarships. At a minimum, the Trustees will disburse sufficient funds annually to meet the criteria required under law. The criteria for selecting such students is set forth in Section 5 of the By-laws.
 - 3 No fundraising programs are planned. The Trustees are authorized to solicit, receive and accept property, whether real, personal or mixed, by gift or bequest from any person or entity pursuant to the Charter of the Stegall Charitable Educational Foundation.
 - 8 The Grantor made a \$10,000.00 cash contribution to the Foundation. It is anticipated that the Foundation will receive additional assets as the charitable beneficiary of the Stegall Charitable Remainder Unitrust and as a residuary beneficiary of the Estate of Whitney Stegall.
- 12b The Charter of the Foundation limits the purpose of the organization to providing scholarships for deserving or worthy students to attend a university of his or her choice.

PART IV Financial Data Line 1(a)(b)(c)(e)

It is not anticipated that the Foundation will receive any additional funds until the death of Whitney Stegall.

FORM 1023
APPLICATION FOR RECOGNITION OF EXEMPTION

Schedule H. Organizations Providing Scholarship Benefits, Student Aid, etc., to Individuals (Questions 1a, 2 and 4)

Page 1

1a Scholarships shall be granted to high school students, high school graduates or existing college students entering a full-time program of college study within one year from the scholarship application deadline. Scholarship funds shall be used only for college tuition, fees, room and board, and books and materials. Funds granted shall be a gift to the student and are not required to be repaid, except as hereinafter set forth. Funds shall be granted on a per-year/two-semester/three-quarter basis. Scholarships will be given on an equal opportunity basis. The criteria for selecting such students shall be in the discretion of the Trustees, giving preferential treatment first, to those individuals that have demonstrated a willingness to serve the general public through past civic responsibilities, and secondly, to those individuals who have expressed an intention to become an attorney.

To qualify for scholarship funds, students shall be required to possess the following:

1. At least a 2.8 (on a 4.0 scale) cumulative high school G.P.A. (or its equivalent) or an 18 composite A.C.T. score (or its equivalent) for first-time freshman;
2. At least a 3.0 cumulative G.P.A. (on a 4.0 scale) for college upper classmen and transfer students;
3. Need for financial assistance;
4. Full-time student status, except when less than a full-time course load is necessary to complete a degree program; and
5. Unrestricted academic standing with the university or college with which courses will be taken (e.g., no academic suspensions).

Students shall register for classes in accordance with university procedure and the Foundation shall pay tuition funds to the university directly, on behalf of the student. Each scholarship recipient shall receive an equal stipend for books and materials expense. At the end of each academic term, each scholarship recipient shall submit a college transcript, showing grades from the term just completed, to the Foundation's Board of Trustees. In order to continue receiving the scholarship grant for the next academic term, the student must possess at least a 2.5 G.P.A. for the preceding term paid for by the Foundation.

Any student who withdraws from a class during the academic term, which such withdrawal causes such student to lose full-time status with the university, shall be required to reimburse the Foundation for the tuition cost for the class from which he or she withdrew. This reimbursement condition may be waived at the sole discretion of the Board of Trustees for a student who suffers a serious injury, illness or similar good cause for withdrawal from a class or classes. Any student who is found to have provided false information on his or her scholarship application form shall be liable to the Foundation for the full cost of the scholarship used.

FORM 1023
APPLICATION FOR RECOGNITION OF EXEMPTION

**Schedule H. Organizations Providing Scholarship Benefits, Student Aid, etc., to
Individuals (Questions 1a, 2 and 4)**

Page 2

- 2 The scholarships will be available to all individuals regardless of sex, race, religion, or national origin.

4. Relatives of the selection committee are possible scholarship recipients.

EXHIBIT A

Schedule H, 1(a) – Organizations Providing Scholarship Benefits, Student Aid, etc. to Individuals

Stegall Charitable Educational Foundation Scholarship Application Form

(Please print or type)

Student Name and Address:

High School(s) Attended, Address of School, Date of Graduation and Cumulative G.P.A. (on 4.0 scale) at date of graduation:

Please attach an official copy of your final high school transcript.

Latest ACT Composite Score (or its equivalent) _____

University or College Attended (or currently attending), Address of University or College and current Cumulative G.P.A. (on a 4.0 scale):

Please attach an official copy of your current college transcript

Please explain why you are in financial need of this scholarship. Specifically, indicate whether you are still a dependent for federal income tax purposes, and if so, the name and annual income for the person or persons for whom you are a dependent:

Past civic responsibilities: _____

Career Intentions: _____

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 09/13/02
REQUEST NUMBER: 4600-0225
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/13/02 0841
EFFECTIVE DATE/TIME: 09/13/02 0841
CONTROL NUMBER: 0433312

TO:
SANDRA Y. TRAIL
ATTY AT LAW
107 N MAPLE STREET
MURFREESBORO, TN 37130

Record Book
186 Pg 2084

RE:
STEGALL CHARITABLE EDUCATIONAL FOUNDATION
CHARTER - NONPROFIT

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 - NONPROFIT

ON DATE: 09/09/02

FROM:
WHITNEY STEGALL
132 PARK CIR.
MURFREESBORO, TN 37130-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00
RECEIPT NUMBER: 00003141206
ACCOUNT NUMBER: 00252660



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE
SEP 13 AM 8:41
MEMPHIS, TENNESSEE

CHARTER
OF THE
STEGALL CHARITABLE EDUCATIONAL FOUNDATION

Pursuant to the provisions of Section 48-51-101 et. seq. of Tennessee Code Annotated, the undersigned, Whitney Stegall, creates the Stegall Charitable Educational Foundation.

FILED

1. The name of the corporation is the STEGALL CHARITABLE EDUCATIONAL FOUNDATION (the "Foundation").

Record Book
186 Ps 2085

2. The duration of the Foundation is perpetual.

3. The address and principal office of the Foundation in the State of Tennessee shall be at 107 North Maple Street, Murfreesboro, Rutherford County, Tennessee 37130. The Registered Agent shall be Sandra Y. Trail, whose address is 107 North Maple Street, Murfreesboro, Rutherford County, Tennessee 37130.

4. The name and address of the incorporator are Whitney Stegall, 132 Park Circle, Murfreesboro, Rutherford County, Tennessee 37130.

5. The Foundation is not for profit.

6. The Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding section of any future federal tax code, to provide college scholarships to deserving or worthy individuals after giving preference to those individuals who have expressed an intention to become an attorney; and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes. The Trustees shall use the earnings and principal of the Foundation as they deem best for the Foundation's long term goals and purposes.

The Foundation shall be authorized to solicit, receive and accept property, whether real, personal or mixed, by gift or bequest from any person or entity; to retain and administer such property in accordance with the terms of the Foundation's Charter and By-Laws; and to distribute such property in furtherance of the purposes of the Foundation.

7. The Foundation shall not have members.

8. I appoint Amy S. Swartz, Whitney Stegall, Jr. and Sandra Y. Trail as Permanent Trustees of the Foundation.

9. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the

Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in paragraph 5 hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Foundation 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 provision of this Charter, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future federal tax law).

10. Upon the dissolution of the Foundation, the Board of Trustees, after paying or making provisions for the payment of all the liabilities of the Foundation, shall transfer all of the assets of the Foundation as follows: (a) fifty percent (50%) to the Middle Tennessee State University Foundation located in Murfreesboro, Tennessee, or its successors in interest for its unrestricted educational purposes; and (b) fifty percent (50%) to the Vanderbilt University School of Law located in Nashville, Tennessee, or its successors in interest for its unrestricted educational purposes; provided that the designated organizations are charitable organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future federal law). Any assets not so disposed of shall be distributed to the federal government, or to a state or local government, for public purposes as the Trustees in their sole discretion shall determine, or if not so disposed of, the assets shall then be disposed of by a court having equity jurisdiction in the county in which the principal office of the Foundation is then located exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

11. The Foundation will distribute its income for each tax year at such time and in such manner so that it will not become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

12. The corporation is a public benefit corporation.

13. The Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provision of any later federal tax laws.

14. The Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

15. The Foundation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provision of any later federal tax laws.

16. The Foundation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provision of any later federal tax laws.

Dated this 16th day of September 2002.


Whitney Stegall, Incorporator

Jennifer M Gerhart, Register
Rutherford County Tennessee
Rec #: 310517 Instrument 1147760
Rec'd: 5.00 Nbk: 66 Ps 163
State: 0.00
Clerk: 0.00 Recorded
EDP: 2.00 9/17/2002 at 3:28 pm
Total: 7.00 in Record Book
186 Pages 2084-2087

BYLAWS
OF
THE STEGALL CHARITABLE EDUCATIONAL FOUNDATION

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 *et seq.*, Tennessee Code Annotated.

SECTION 1
OFFICES AND REGISTERED AGENT

Section 1.01 *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02 *Principal Office.* The principal office of the Corporation shall be in Murfreesboro, Tennessee.

Section 1.03 *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Trustees may from time to time determine.

Section 1.04 *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

SECTION 2
BOARD OF TRUSTEES

Section 2.01 *General Powers and Qualifications.* All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees. All Trustees must be natural persons and shall be at least eighteen (18) years of age.

Section 2.02 *Number of Trustees.* The Board of Trustees shall be comprised of three (3) Trustees, but these Bylaws may be amended from time to time to increase or decrease the number of Trustees within the limits provided by law, although at no time shall there be fewer than three Trustees.

Section 2.03 *Election and Tenure.* The initial Board of Trustees shall be comprised of Amy S. Swartz, Whitney Stegall, Jr. and Sandra Y. Trail. These three individuals shall be permanent members of the Board of Trustees and they shall serve until such time as they resign their office or are unable to fulfill their duties.

Section 2.04 *Regular Meetings*. Regular meetings of the Board of Trustees may be held without notice at such time and place as the Board of Trustees shall determine from time to time but at least annually.

Section 2.05 *Special Meetings*. Special meetings of the Board of Trustees may be called by the President or by any two (2) Trustees.

Section 2.06. *Notice of Meetings*. Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:

(a) Regular meetings of the Board of Trustees may be held without notice.

(b) Special meetings of the Board of Trustees must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting.

(c) Notwithstanding (a) and (b) just above, any action by the Board of Trustees to remove a Director or to approve a matter that would require approval by the members of the Corporation if the Corporation had members shall be preceded by at least seven (7) days' written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Trustees, unless such notice is waived pursuant to Section 2.07 or Section 5.04 below.

(d) Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 2.07. *Waiver of Notice*. If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.08. *Quorum and Voting*. A quorum of the Board of Trustees consists of a majority [but no fewer than two (2)] of the Trustees then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Trustees present is the act of the Board of Trustees, except as otherwise provided in these Bylaws.

Section 2.09 *Vacancy*. If a vacancy occurs on the Board of Trustees, including a vacancy resulting from an increase in the number of Trustees or a vacancy resulting from a resignation or removal of a Director with or without cause:

(a) The Board of Trustees may fill the vacancy; or

(b) If the Trustees remaining in office somehow constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Trustees remaining in office.

Section 2.10 *Removal of Trustees.* The Board of Trustees may remove any Director without cause by the affirmative vote for such removal of two thirds (2/3) of the Trustees in office.

Section 2.11 *Action Without Meeting.* Action that is required or permitted to be taken at a meeting of the Board of Trustees may be taken without such a meeting if all Trustees consent to taking such action without a meeting. If all Trustees so consent, the affirmative vote of the number of Trustees that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 2.12 *Indemnification.* With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 2.13 *Immunity.* To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

SECTION 3 OFFICERS

Section 3.01 *Required Officers.* The officers of the Corporation shall be a President and a Secretary, and such other officers as may from time to time be recommended by the Board of Trustees. Except for the offices of President and Secretary, the same individual may simultaneously hold more than one office in the Corporation. All officers must be natural persons and should be at least eighteen (18) years of age.

Section 3.02 *Election.* Each year at the regular meeting of the Board of Trustees held as specified in Section 2.03 above, the Board of Trustees shall elect the officers of the Corporation by a majority vote of those Trustees present, provided a quorum exists.

Section 3.03 *Term of Office*. The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Trustees to remove any officer at any time with or without cause.

Section 3.04 *Powers and Duties of Officers*. The powers and duties of the officers of the Corporation shall be as follows:

(a) *President*. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect, subject, However, to the right of the Board of Trustees to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Corporation.

(c) *Secretary*. The Secretary shall attend all meetings of the Board of Trustees of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Trustees. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Trustees or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof. The Secretary shall further have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Trustees. The Secretary shall require disbursement of the funds of the Corporation as may be ordered by the Board of Trustees, and shall render to the President and the Board of Trustees, at any time they may require, an account of his or her transactions as Secretary and of the financial condition of the Corporation.

Section 3.05 *Removal*. The Board of Trustees may remove any officer at any time with or without cause.

Section 3.06 *Vacancies*. Any vacancies occurring in the offices of the President or Secretary shall be filled as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Trustees.

Section 3.07 *Delegation of Powers and Duties*. In case of the absence of any officer of the Corporation, or for any reason that the Board of Trustees may deem

sufficient, the Board of Trustees may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 3.08 *Indemnification*. With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

SECTION 4 RECORDS AND REPORTS

Section 4.01 *Corporate Records*. The Corporation shall keep as permanent records minutes of all meetings of its Board of Trustees, a record of all actions taken by the Board of Trustees without a meeting, and appropriate accounting records.

Section 4.02 *Records at Principal Office*. The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) A list of the names and business or home addresses of its current Trustees and officers; and
- (d) The most recent annual report delivered to the Tennessee Secretary of State.

Section 4.03 *Annual Financial Statements*. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

SECTION 5 SCHOLARSHIPS

Section 5.01 *Eligible Students*. Scholarships shall be granted to high school students, high school graduates or existing college students entering a full-time program of college study within one year from the scholarship application deadline.

Section 5.02 *Criteria for Selection of Students*. The criteria for selecting deserving and worthy students to receive scholarships shall be in the discretion of the Trustees, giving preferential treatment first, to those individuals that have demonstrated a willingness to serve the general public through past civic responsibilities, and secondly,

to those individuals who have expressed an intention to become an attorney. In addition, the Trustees may, but are not required to, consider the following in determining the recipients:

- (a) At least a 2.8 (on a 4.0 scale) high school cumulative G.P.A. (or its equivalent) or an 18 composite A.C.T. score (or its equivalent) for first-time freshmen;
- (b) At least a 3.0 cumulative G.P.A. (on a 4.0 scale) for college upper classmen and transfer students;
- (c) Need for financial assistance;
- (d) Full-time student status, except when less than a full-time course load is necessary to complete a degree program; and
- (e) Unrestricted academic standing with the university or college with which course will be taken (e.g., no academic suspensions).

Section 5.3 *Use of Scholarship Funds.* The Trustees may use the scholarship funds to pay for tuition, books, lab fees, food and lodging as determined solely in the Trustees' discretion after taking into consideration the other financial resources available to each student. Students shall register for classes in accordance with university procedure and the Trustees shall use funds from the Foundation to pay tuition funds to the university or college directly, on behalf of the student. Each scholarship recipient shall receive an equal stipend for books and materials expense.

Any student who withdraws from a class during the academic term, which such withdrawal causes such student to lose full-time status with the university or college, shall be required to reimburse the Foundation for the tuition cost for the class from which he or she withdrew. This reimbursement condition may be waived at the sole discretion of the Trustees for a student who suffers a serious injury, illness or similar good cause for withdrawal from a class or classes. Any student who is found to have provided false information on his or her scholarship application form shall be liable to the Foundation for the full cost of the scholarship used.

Section 5.4 *Requirements of Scholarship Recipients.* At the end of each academic term, each scholarship recipient shall submit a college transcript, showing grades from the term just completed, to the Trustees. In order to continue receiving the scholarship grant for the next academic term, the student must possess at least a 2.5 G.P.A. (on a 4.0 scale) for the preceding term paid for from the Foundation.

SECTION 6 MISCELLANEOUS PROVISIONS

Section 6.01 *Fiscal Year.* The fiscal year of the Corporation shall be fixed by resolution of the Board of Trustees.

Section 6.02 *No Seal.* The Corporation shall have no seal.

Section 6.03 *Notices*. Whenever notice is required to be given to Trustees or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, teletype or other form of wire or wireless communication, or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

Section 6.04 *Waiver of Notice*. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 6.05 *Negotiable Instruments*. All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Trustees.

Section 6.06 *Deposits*. The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Trustees shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Trustees.

SECTION 7 AMENDMENT OF BYLAWS

Section 7.01 *By Board of Trustees*. By a majority vote of the Trustees then in office, the Board of Trustees may amend these Bylaws at any regular or special meeting of the Board of Trustees where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Trustees without a meeting in

the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Trustees then in office.

I certify the foregoing to be a true copy of the Bylaws adopted by the Corporation at the meeting of its Board of Trustees on the 18th day of October, 2002.

Armag J. Swartz
PERMANENT TRUSTEE

Whitney Stegall Jr
PERMANENT TRUSTEE

Dorothy Inal
PERMANENT TRUSTEE