

**CHARTER
OF
UNICO - MEMPHIS CHAPTER FOUNDATION, INC.**

The undersigned natural person, having the capacity to contract and acting as incorporator of a Corporation under the Tennessee Nonprofit Corporation Act, adopts the following Charter for such Corporation:

1. The name of the Corporation is: UNICO MEMPHIS CHAPTER FOUNDATION, INC.
2. The duration of the Corporation is perpetual.
3. The fiscal year end of the Corporation is June 30.
4. A. The address and principal office of the Corporation in the State of Tennessee shall be: 8970 Davies Plantation Road, Bartlett, Shelby County, Tennessee 38133.

B. The registered agent of the Corporation shall be: Michael J. Spano, 8970 Davies Plantation Road, Bartlett, Shelby County, Tennessee 38133.

C. The name and address of the incorporator is: Michael J. Spano, 8970 Davies Plantation Road, Bartlett, Shelby County, Tennessee 38133.
5. The Corporation shall consist of every member in good standing of the UNICO Memphis Chapter. From this membership a Board of Directors will be nominated and elected. The corporation shall not have, nor issue shares, and shall pay no dividends. No payment shall be made to its directors or officers for serving in such positions. However, the corporation may pay reasonable compensation for other services rendered on behalf of the Corporation and reimbursement of reasonable expenses incurred on behalf of the Corporation.
6. The Corporation is a public benefit corporation and is not for profit. The Corporation is irrevocably dedicated to, and operated exclusively for nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to or inure to the benefit of any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes set forth herein.
7. A. The purposes for which the Corporation is organized are exclusively religious, charitable, educational, scientific and literary within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code.

B. The specific purposes for which the Corporation is organized include the purpose of providing educational opportunities and funding for medical research for Cooley's anemia and support for mental health, anti-basis and health and culture of Italian Americans.

8. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

9. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Internal Revenue Code. A preference may be given, upon approval by the Board of Directors, through consent action or at any regular or specially called meeting, provided each recipient must be a qualified exempt organization.

10. The powers of the Corporation are:

A. To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trust and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes in connection with promoting and advancing the charitable activities of the Corporation.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

C. To exercise fiduciary powers to the fullest extent permissible by law and to enter into any authorized trust agreements and give bond for the performance of such fiduciary relationships and to consult with, retain and otherwise deal with banks, trust companies or investment advisors in all matters determined by the Board of Directors to be in the best interests of the Corporation, so long as such activity is in compliance with the provisions of this Charter and as may be permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

D. To do and perform all acts reasonably necessary for or incidental to the accomplishment of the purposes of the Corporation, and to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or exercise under the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated, Section 48-51-101, et seq., or the corresponding provision of any future Tennessee Nonprofit Corporation Act, and as may be permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

11. The affairs of the Corporation shall be managed by a Board of Directors of not less than nine (9) Directors. In addition to the nine (9) Directors, The current UNICO Memphis

Chapter President shall serve as an ex officio member of the Board of Directors with all voting privileges.

12. No Director shall have the right to exercise veto power over the actions of the Board of Directors of the Corporation.

13. The Corporation shall indemnify and hold harmless its Directors and Officers to the fullest extent permissible under the Tennessee Nonprofit Corporation Act and any amendment thereto.

14. The Charter may be amended at any regular or specially called meeting of the Board of Directors by a minimum of 75% of those Directors in attendance, provided a quorum is present.

15. The initial Directors of the Corporation shall be as set forth on Exhibit "A" attached hereto and made a part hereof.

SIGNED this _____ day of _____, 2008.

UNICO - MEMPHIS CHAPTER FOUNDATION, INC.

MICHAEL J. SPANO
INCORPORATOR

EXHIBIT "A" DIRECTORS

MIKE CAMURATI (14)	4024 FOREST HILL ROAD S OLIVE BRANCH, MS 38654
CHUCK STRONG (15)	4532 ELVIS PRESLEY MEMPHIS, TN 38116
RAYMOND RICOSSA, SR. (16)	2558 CREWE MEMPHIS, TN 38119
RON GIOMETTI (16)	1500 COLLINGHAM COLLIERVILLE, TN 38017
ANGELO CORTESE (14)	109 PERKINS EXTENDED MEMPHIS, TN 38117
MICHAEL J SPANO (14)	8970 DAVIES PLANATION ROAD BARTLETT, TN 38133-4228
ROBERT RAITERI (15)	3075 KINGSGATE MEMPHIS, TN 38118
MICHAEL VANELLI (16)	1046 W. MONTEBELLO CIRCLE MEMPHIS TN 38018
CHRISANN SCHIRO-GEIST (15)	261 W. CHICKASAW PKWY MEMPHIS, TN 38111