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| 6 PGS : AL - CHARTER | |
| RENEA BATCH: 29052 | |
| 03/16/2012 - 01:53:53 PM | |
| VALUE | 0.00 |
| MORTGAGE TAX | 0.00 |
| TRANSFER TAX | 0.00 |
| RECORDING FEE | 5.50 |
| DP FEE | 2.00 |
| REGISTER'S FEE | 0.00 |
| TOTAL AMOUNT | 7.50 |

STATE OF TENNESSEE, UNION COUNTY
MARY BETH KITTS
 REGISTER OF DEEDS

STATE OF TENNESSEE
Tre Hargett, Secretary of State
 Division of Business Services
 William R. Snodgrass Tower
 312 Rosa L. Parks AVE, 6th FL
 Nashville, TN 37243-1102

EAST TENNESSEE FARMERS' ASSOCIATION FOR RETAIL MARKET
 984 RACCOON VALLEY RD
 MAYNARDVILLE, TN 37807-2210

March 13, 2012

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 293109 Status: Active
 Filing Type: Corporation Non-Profit - Domestic

Document Receipt

| | | |
|---|-------------|---------|
| Receipt # : 665239 | Filing Fee: | \$20.00 |
| Payment-Check/MO - EAST TN FARM , KNOXVILLE, TN | | \$20.00 |

Amendment Type: Amended and Restated Formation Documents Image # : 7011-2244
 Filed Date: 03/13/2012 2:03 PM

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
 Secretary of State

Processed By: Danielle Crocker

| Field Name | Changed From | Changed To |
|-----------------------|--|-----------------------|
| Principal Address 1 | 984 RACCOON VALLEY ROAD MAYNARDVILLE TN 37807 | 984 RACCOON VALLEY RD |
| Principal Postal Code | 37807 | 37807-2210 |
| Mail Address 1 | 984 RACCOON VALLEY ROAD MAYNARDVILLE TN 37807 | 984 RACCOON VALLEY RD |
| Mail Postal Code | 37807 | 37807-2210 |

**AMENDED AND RESTATED CHARTER
OF
EAST TENNESSEE FARMERS' ASSOCIATION
FOR RETAIL MARKETING, INC.**

FILED

The undersigned Incorporators, being duly elected members of the Board of Directors of an unincorporated association of individuals, all natural persons, operating under the name, East Tennessee Farmers' Association for Retail Marketing; and each Incorporator having the legal capacity to contract; and the original incorporator of the Corporation, East Tennessee Farmers' Association for Retail Marketing, Inc.(Charter filed April 6, 1995), a not-for-profit mutual benefit corporation, having failed to complete the organization of the Corporation as required by law; and that incorporator's personal representative having failed to complete the organization of the Corporation as permitted by law; and no Board of Directors having been appointed or elected under the Corporation's Charter; hereby adopt this Amended and Restated Charter of East Tennessee Farmers' Association for Retail Marketing, Inc., pursuant to the Tennessee Nonprofit Corporations Act.

ARTICLE I

The name of the Corporation is East Tennessee Farmers' Association for Retail Marketing, Inc., hereinafter the Corporation, a not for profit, mutual benefit corporation, organized and existing under Tennessee law. Unless terminated earlier the Corporation shall have a perpetual duration.

ARTICLE II

The principal registered office of the Corporation is at 984 Raccoon Valley Road, Maynardville, Union County, Tennessee 37807. The initial Registered Agent is Shirley DeBusk.

ARTICLE III

The Incorporators of this Amended and restated Charter are:

William F. Byrne, Incorporator
4810 N Middlebrook Pike
Knoxville, Tennessee 37921

Tony Ricono, Incorporator
193 Renee Drive
Deer Lodge, Tennessee 37726

Kellye Wilson, Incorporator
2750 Dutch Valley Road
Clinton, Tennessee 37716

Shirley DeBusk, Incorporator
984 Raccoon Valley Road
Maynardville, Tennessee 37807.

ARTICLE IV

The Corporation shall have members who meet the Requirements set out in the Corporation's By-Laws.

ARTICLE V

The Corporation may be dissolved upon the written agreement of not less than two thirds (2/3) of the voting class of members, or as set out in the By-Laws. Unless such dissolution be incident to a merger or consolidation, the assets of the Corporation shall be transferred to any appropriate public agency engaged in purposes similar to those for which the Corporation was formed. If such transfer be refused and/or impossible, the assets of the Corporation shall be transferred to a not-for-profit mutual benefit corporation, association, trust, or other entity engaged in similar activities.

ARTICLE VI

The Corporation contemplates no pecuniary gain or profit from the purposes of its organization, which are:

1. Provide its farmer/gardener members, and such other classes of members as the Board of Directors and/or the Corporation's By-Laws may from time to time create, with sites, facilities, and services to market their produce, and products made there from, directly to market patrons;
2. Support, publicize, and encourage all phases of direct marketing in the farming industry;
3. Promote cooperation between its member vendors; disseminate information concerning procurement of agricultural and marketing materials; disseminate information on improved, appropriate, and/or alternative production and marketing practices and strategies;
4. Promote events that benefit its member vendors and the Agricultural industry.

For these purposes the Corporation may have and exercise any and all powers, rights, and privileges which a mutual benefit corporation organized under Tennessee law may now or hereafter have and exercise.

Received by Tennessee Secretary of State

ARTICLE VII

Dues and membership requirements for individuals or other eligible entities seeking to become members of the Corporation shall be set out in the By-Laws.

ARTICLE VIII

The Corporation shall have one (1) voting class of members, Active Members. Such members shall be farmer/gardeners under the requirements set out in the By-Laws. Notwithstanding the foregoing, any individual admitted to membership in the predecessor unincorporated association under Article II, Section 2(D) of its By-Laws prior to February 22, 2012 and who has maintained continuous annual membership in that organization since such admission shall be considered an active member.

There shall be no proxy voting or voting agreements in any vote by the membership. In any vote, except a vote on dissolution of the Corporation, one-tenth (1/10) of the active members shall constitute a quorum.

ARTICLE IX

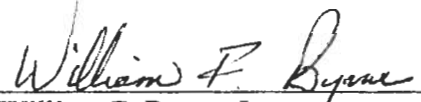
Pursuant to the By-Laws the Board of Directors shall manage the affairs of the Corporation.

ARTICLE X

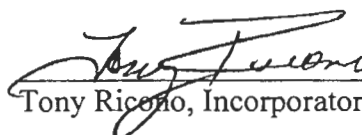
RELEASE OF LIABILITY

The Corporation does hereby eliminate any personal liability of a director to the Corporation, or to any of the members, for monetary damages for breach of a fiduciary duty as a director, except for any breach of a director's duty of loyalty to the corporation or its members, or for acts not in good faith or which involve intentional misconduct or knowing violation of the law, or violation of Tennessee Code Annotated, Section 48-58-304. The provisions of this Article X shall become effective upon the filing of this Charter by the Tennessee Secretary of State.

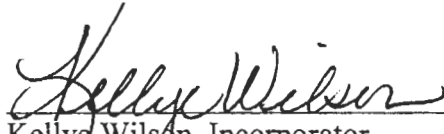
IN WITNESS WHEREOF, and for the purposes of amending and restating the Charter of this not-for-profit, mutual benefit Corporation under the laws of the State of Tennessee, the undersigneds effecting those purposes have executed this Amended and Restated Charter on this the 7th day of March, 2012.

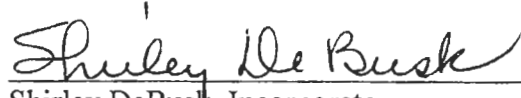


William F. Byrne, Incorporator



Tony Riccio, Incorporator


Kellye Wilson, Incorporator


Shirley DeBusk, Incorporator

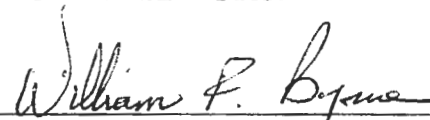
LIBRARY : 03/13/2012, 14:03:22, 7012.2247

**CERTIFICATE OF AMENDED AND RESTATED CHARTER
FOR
EAST TENNESSEE FARMERS' ASSOCIATION FOR
RETAIL MARKETING, INC.**

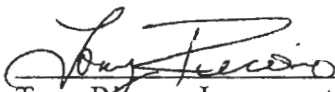
Come now the undersigned Incorporators of this Amended and Restated Charter of the above styled Corporation and, pursuant to Tennessee Code Annotated, Section 48-60-106(h)(1)(2) and (3) file with the Charter this Certificate stating that:

1. There being no members of the Corporation, and no By-Laws so requiring, The Amendments to this Charter do not require approval by the members of the Corporation;
2. There being no Board of Directors of the Corporation, and no By-Laws so requiring, Amendments to the Charter do not require approval by the Board of Directors;
3. There being no requirement that any person approve Amendments to the Charter, and no By-Laws so requiring, such approval is not requisite to the Amendments to the Charter.

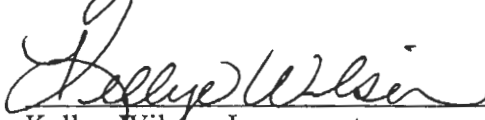
INCORPORATORS:



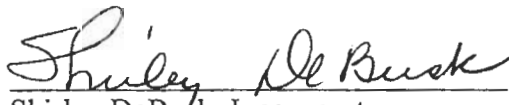
William F. Byrne, Incorporator



Tony Ricono, Incorporator



Kellye Wilson, Incorporator



Shirley DeBusk, Incorporator