



**STATE OF TENNESSEE
OFFICE OF THE ATTORNEY GENERAL AND REPORTER
PUBLIC INTEREST DIVISION
P.O. Box 20207
NASHVILLE, TENNESSEE 37202
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TELEPHONE: (615) 741-2516**

NONPROFIT AFFIDAVIT

I, _____, after first being sworn, and having given written notice to the Attorney General and Reporter of the proposed transaction as required by the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. §§ 48-51-101, *et seq.*, do hereby depose and, upon personal knowledge, state as follows:

1. I am the Chairman of the Board, President, Chief Executive Officer or Executive Director (**circle one**) of _____ (insert name of nonprofit) (the “Nonprofit”). The Nonprofit’s Federal Employer Identification Number is _____ (insert the Nonprofit’s FEIN). The Nonprofit’s **Tennessee Secretary of State Control Number** is _____ (insert the Nonprofit’s control number).
2. The Nonprofit intends to _____

(briefly describe the proposed transaction – attach additional pages if necessary) (the “Transaction”).
3. Attached hereto are true and correct copies of the Nonprofit’s charter, bylaws, any amendments, annual reports filed with the Department of State, and the most recent three (3) years’ tax returns filed with the Internal Revenue Service. **I UNDERSTAND THAT THE ATTORNEY GENERAL MAY REQUIRE ADDITIONAL DOCUMENTATION CONCERNING THE NONPROFIT AND THE TRANSACTION.**
4. I attest that the proposed closing date for the Transaction is _____ (insert date when the Transaction is intended to close).
5. The value of Nonprofit’s assets at the time the Transaction was approved by the Nonprofit’s board of directors was: \$_____.

6. The value of the Nonprofit's assets and a list of distributions made during the past twelve (12) calendar months are as follows (include the name of the person or entity receiving the distribution and the amount of the distribution, attach additional pages if necessary):

7. I attest that none of the directors and/or officers of the Nonprofit have any conflict of interest, including but not limited to, financial interest, self interest, or self dealing with regard to the Transaction.
8. I attest that none of the directors and/or officers of the Nonprofit are currently or have been directors of any entity that will benefit from the Transaction.
9. I attest that none of the directors and/or officers of the Nonprofit plan to become directors or officers of any entity that will benefit from this transaction.

10. The following is a statement of the Nonprofit's purpose and/or mission statement:

11. If the Transaction constitutes a sale of assets, membership exchanges, conversions, etc. under Tenn. Code Ann. §§ 48-62-102-123, or a merger under Tenn. Code Ann. §§ 48-61-102-123, please identify the acquirer or surviving entity, its address, telephone number, and contact person. Attach additional pages, if necessary.

12. If the Transaction constitutes a dissolution under Tenn. Code Ann. § 48-64-103, please identify the organization or person (including address, telephone number and contact person) to whom the Nonprofit will transfer or convey any assets in connection with the dissolution. **Please include the dollar value of the assets to be transferred or conveyed.** Attach additional pages, if necessary.

13. I attest that the Nonprofit's assets will be distributed in accordance with the Nonprofit's charter and bylaws and in compliance with the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. § 48-51-101, et seq.

14. I attest that the Transaction was brought before the board of directors and/or members upon proper vote, resolution, or by written consent, and as such was conducted in accordance with the Nonprofit's charter and bylaws and in compliance with the Tennessee Nonprofit Corporation

Act, Tenn. Code Ann. §§ 48-51-101, *et seq.* **Please provide a copy of such vote, resolution or other manner by which this action was memorialized.**

I, _____, certify under personal knowledge that this affidavit is true, accurate and complete **under penalty of perjury.**

FURTHER AFFIANT SAITH NOT

Affiant's Signature

Date

Sworn and subscribed before me this _____ day of _____, 20____.

Notary Public

My Commission expires: _____