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Short Form Return of Organization Exempt From Income Tax

2010

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning January 1, 2010, and ending December 31, 20 10

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
TARP, Inc.

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
1016 Tyson Ave. Unit A

City or town, state or country, and ZIP + 4
Paris, TN 38242-1791

D Employer identification number
42-1670314

E Telephone number
731-644-0026

F Group Exemption Number ▶

G Accounting Method: Cash Accrual Other (specify) ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶

J Tax-exempt status (check only one) – 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

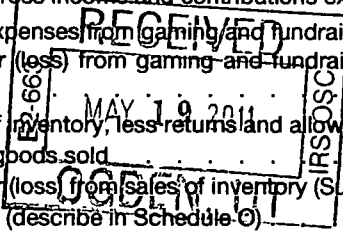
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **131,395**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)
 Check if the organization used Schedule O to respond to any question in this Part I

	Description	Code	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	129,219
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	
	4 Investment income	4	
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Gaming and fundraising events		
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
	b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	2,176
c Less: direct expenses from gaming and fundraising events	6c	71	
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	2,105	
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe in Schedule O)	8		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 ▶	9	131,324	
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	92,787
	13 Professional fees and other payments to independent contractors	13	
	14 Occupancy, rent, utilities, and maintenance	14	8,400
	15 Printing, publications, postage, and shipping	15	
	16 Other expenses (describe in Schedule O)	16	40,684
17 Total expenses. Add lines 10 through 16 ▶	17	141,871	
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-10,547
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	17,567
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20 ▶	21	7,020

SCANNED JUN 20 2011



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Part V Other Information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		✓
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year (see instructions)?		✓
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b 0		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a 0		
b	Gross receipts, included on line 9, for public use of club facilities 39b 0		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ TN		
42a	The organization's books are in care of ▶ TARP, Inc. Telephone no. ▶ 731-644-0026 Located at ▶ 1016 Tyson Ave., Unit A, Paris, TN ZIP + 4 ▶ 38242-1791		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
42b			✓
	If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 <input type="checkbox"/>		
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
c	Did the organization receive any payments for indoor tanning services during the year?		✓
d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		✓

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		<input checked="" type="checkbox"/>
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		<input checked="" type="checkbox"/>
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?		<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?		<input checked="" type="checkbox"/>
50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."		<input checked="" type="checkbox"/>

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000


51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here		<u>05-13-2011</u>
	Signature of officer	Date
	Robert Leonard, Executive Director	<u>5/13/2011</u>
	Type or print name and title	Date

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no.			

May the IRS discuss this return with the preparer shown above? See instructions Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization TARP, Inc.	Employer identification number 42-1670314
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		✓
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		✓
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		✓
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	157,856	108,690	115,896	138,967	131,395	652,804
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	157,856	108,690	115,896	138,967	131,395	652,804
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						652,804

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	157,856	108,690	115,896	138,967	131,395	652,804
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						652,804
12 Gross receipts from related activities, etc. (see instructions)				12		
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	100 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	100 %
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Employer identification number

TARP, Inc.

42-1670314

990-EZ, Part I, Line 16, "Other Expenses" as follows: Supplies 33,309, Insurance 1,722, Communications 4,271, Travel 1,286, Admin 96 for
a total of 40,684 other expenses.

990-EZ, Part II, Line 26, "Total Liabilities" refers to tax liabilities not paid until January of 2010 carried over from December of 2009.

990-EZ, Part V, Line 34, "Significant Changes to governing documents": The Articles of Amendment filed with the State of Tennessee on
September 01, 2010, Control # 484051, and filed with the Henry County Tennessee Register on September 13, 2010 are enclosed.

State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF AMENDMENT
TO THE CHARTER
(Nonprofit)

FILED Office Use Only
RECORDED
STATE OF TENNESSEE
2010 SEP - 1 AM 10: 02
TRE HARGETT
SECRETARY OF STATE

6765.1234

Corporate Control Number (If Known) 0484051

Pursuant to the provisions of section 48-60-105 of *The Tennessee Nonprofit Corporation Act*, the undersigned corporation adopts the following articles of amendment to its charter:

1. Please insert the name of the corporation as it appears of record:
TARP

If changing the name, insert the new name on the line below:

2. Please check the block that applies.

- Amendment is to be effective when filed by the secretary of state
- Amendment is to be effective, May 20, 2010 (month, day, year)

(Not to be later than the 90th day after the date this document is filed.) If neither block is checked, the amendment will be effective at the time of filing.

3. Please insert any changes that apply.

- a. Principal address: _____ (Street) _____ (City) _____ (State/Country) _____ (Zip Code)
- b. Registered agent: _____
- c. Registered address _____ (Street) _____ (City) _____ (State/Country) _____ (Zip Code)
- d. Other changes Revision of bylaws

4. The corporation is a nonprofit corporation.

5. The manner (if not set forth in the amendment) for implementation of any exchange, reclassification, or cancellation of memberships is as follows:

6. The amendment was duly adopted on May 20, 2010 (month, day, year)
by (please check the block that applies):

- The incorporators without member approval, as such was not required.
- The board of directors without member approval, as such was not required.
- The members

7. Indicate which of the following statements applies by checking the applicable block:

- Additional approval for the amendment (as permitted by §48-60-301 of the tennessee nonprofit corporation act) was not required.
- Additional approval for the amendment was required by the charter and was obtained.

TARP Board Secretary
Signer's Capacity

Rozann Downing
Signature

05-20-2010
Date

Rozann Downing
Name of Signer (typed or printed)

BY-LAWS

RECEIVED
STATE OF TENNESSEE

**OF THE
TARP, Inc.
Of Tennessee**

2010 SEP -1 AM 10:02

(TRAINING, ADVOCACY, REFERRAL & PEER SUPPORT)

TRE HARGETT
SECRETARY OF STATE

(A Tennessee not-for-profit corporation)

REVISED May 20, 2010

6765.1235

**ARTICLE I
GENERAL PROVISIONS**

1. **Name:** This organization shall be known as the TARP (Training, Advocacy, Referral and Peer Support) of Tennessee.
2. **State of Incorporation:** This Corporation is incorporated under the laws of the State of Tennessee.
3. **Offices:** The principal offices of the Corporation in the State of Tennessee shall be located at 1016 Tyson Avenue, Unit A, Paris, Tennessee, County of Henry. The Corporation may have such other offices without restrictions (as to location) as the Board of Directors may designate or as the business of the Corporation may require.
4. **Purpose:** The organization is organized for the relief of persons with disabilities and to defend their human and civil rights secured by law within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
5. **Distribution of Assets Provision:**

The purpose of the distribution of assets provision is to specify the manner in which any assets of TARP, Inc. will be redirected in the case of dissolution of said corporation.

Procedure:

In the event that the TARP CORPORATION is dissolved, all remaining funds or other assets shall be redirected to public charities, for purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code
In the event that this is not possible, funds or other assets should be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II
GOVERNANCE

2010 SEP -1 AM 10: 02

TRE HARGETT
SECRETARY OF STATE

5765.1236

1. **Amendments of by-laws:** These by-laws may be amended, repealed, or added to by a two-thirds (2/3) majority vote of the directors present at the meeting where a quorum is present. Any notice pertaining to a proposal for such change shall contain the language to be amended, the language that is to be added to or deleted, and / or the provisions that are to be repealed verbatim. Notice shall be delivered to Board Members via E-mail, and/or U.S. Postal Mail no less than Seven (7) days prior to the meeting.
2. **Board of Directors:** The Board of Directors shall consist of not less than seven (7) nor more than eleven (11) members. The Corporation desires, but does not require, that each county served have a qualifying representative serving on the Board of Directors. The Board of Directors shall consist of at least fifty-one (51) percent of persons with significant disabilities, as defined by the 1992 Rehabilitation Act Amendments. Every attempt will be made to achieve and maintain a diverse make-up of the TARP Board Of Directors, as practicable; keeping in mind a desired membership of a cross-section of varied *significant disabilities*, minorities, age-groups, and geographical areas represented by our members. The Board of Directors may take any action, which is permitted, or required by members of a not-for-profit corporation under the laws of the State of Tennessee and by the affirmative votes of a majority of a quorum of the Board of Directors.
3. **Quorum:** The presence of Fifty (50) percent of the TARP Directors constitutes a quorum. For the transaction of business, a majority of two-thirds (2/3) vote of a quorum shall be considered a majority when voting.
4. **Voting:** Members of The Board of Directors should be present, but shall also be considered present at a meeting even if not physically in attendance whenever conference-calls or video-conferencing has been prearranged. Voting via speakerphone, videophone, or other such means shall also be accepted once identification has been accepted in such cases.
5. **Duties:** The Board of Directors shall have the management and control of the Corporation, its funds and property and shall make or authorize all necessary contracts for the administration of the Corporation. The Board of Directors may make any necessary rules and regulations for the management and operation of the corporation, consistent with the laws of the State of Tennessee and with these by-laws.

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TO: THE GOVERNOR
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6. **Term:** At the first annual meeting held after the adoption of these By-laws, one-third (1/3) of the number of directors shall serve for a term of one (1) year, one-third (1/3) for a term of two (2) years, and one-third (1/3) for a term of three (3) years. At each annual meeting thereafter, each director shall serve for a term of three (3) years or until successors have been selected. A Director's term may be renewed at the discretion of the individual director and the Board.

7. **Meetings:** Notice stating the place, date, and hour of regular (quarterly) meetings, or special meetings shall be delivered to the directors either personally, by mail, by telephone, or by e-mail not less than seven (7) days in advance of the meeting. Notice of the annual meeting must be given at least seven (7) days in advance to all directors. Special meetings may be called by the Chairperson or when requested in writing by three (3) directors.

8. **Committees:** The Board of Directors may designate an Executive Committee, consisting of Officers of the Corporation. The Board may from time to time designate other Committees as deemed necessary.

9. **Officers:** The Corporation shall have a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and other Officers as may be deemed necessary by the Board of Directors. The Officers shall be selected at a meeting of the Board of Directors prior to the annual meeting. Their term of office shall be effective at the next business meeting following appointment. Such officers shall hold the offices for three (3) years or until successors have been elected. All officers shall have such authority and perform such duties in the management of the corporation as are normally incident to their offices and as the Board of Directors may from time to time provide.

10. **Resignations, Removals, and Vacancies:**
 - A. **Resignations:** Any officer or director may resign at any time by giving written notice to the Chairperson or Secretary. Any such resignation takes effect at the time specified therein, or if no time is specified, then upon its acceptance by the Board of Directors.

 - B. **Removal of Officers:** The Board of Directors may remove any officer from the Board of Directors when it is, in its judgement, in the best interest of the corporation.

 - C. **Removal of Directors:** A two-thirds majority of the entire Board of Directors may remove any director or directors as it sees fit. If any director is absent from three (3) consecutive meetings of the Board of

Directors, the Board of Directors may, in its discretion, remove such director(s) from office. Notwithstanding the preceding sentence, when there is good cause for such absences, this provision shall not be employed. "Good Cause" as used in this Section means, personal illness or family illness which would require the director's absence, or such other reason where attendance at the meeting would result in personal hardship, or such other cause that the Board of Directors consider justifiable. However, that director shall, whenever practicable, notify the Chairperson or Secretary at least two (2) days prior to the meeting from which he (she) will be absent stating the reasons for such absence.

D. Vacancies and Nomination Procedure:

On occasions, vacancies occur and Boards are called upon to replace a member for various reasons. Any vacancy occurring on the Board of Directors may be filled in accordance with the following provisions.

New directors will be elected by a majority vote of the directors in attendance at any meeting from a slate presented by the nomination committee.

(a) Board membership application forms for distribution to interested individuals will be made available to existing Directors, the TARP Executive Director, TARP staff, consumers and volunteers and posted at the TARP office. Completed applications should be delivered to the TARP office to the attention of the Executive Director via U.S. Mail, FAX, email attachment, or hand delivered. The applications will be held for committee review. The cut-off date for receipt of applications will be 30 days prior to the next regularly scheduled Board Meeting.

(b) The Nomination Committee (a Standing Committee) selected by the TARP Board to determine the eligibility of the applicants as defined by the Board, will review applications received, and an official list of the eligible candidates will be drawn up and circulated to all Board Members as soon as possible after the closing date for applications no less than 7 days before the scheduled meeting. Applications received after the cut-off date may be held for future possible consideration.

(c) A list of eligible candidates will be presented at the scheduled meeting and the candidate who, on any ballot, receives 51% of the votes cast by the members present shall be declared appointed to the Board by resolution. In the case of a tie vote, the names of the two candidates shall be placed in a container and a person present at the meeting shall be selected by the Chairperson of the Board to draw the name of the winning candidate.

(d) An expedited nomination procedure will be used in the case that the Board of Directors has less than the required minimum of

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seven (7) active members due to multiple unfilled vacancies. Nominations for additional directors may be made by current members of the Board of Directors during any meeting, at which time the Board of Directors may elect none, some, or all of such candidates by a majority vote of the directors in attendance at that meeting.

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11. Conflict of Interest Policy

Article I

Purpose of Conflict Of Interest Policy

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

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Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V
Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI
Annual Statements**

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

CERTIFICATON

I certify that these by-laws were adopted at the quarterly meeting of the corporation held on the 20th day of May 2010.

Regan A. Deming SECRETARY

Julia J. Pearson CHAIRPERSON

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TARP, Inc.
Profit & Loss
 January through December 2010

	Jan - Dec 10
Ordinary Income/Expense	
Income	
Addl. Part B 2010-2011 (\$8249)	2,195
ARRA State \$42,223 Grant	7,356
Contributions	
product refunds	75
United Way 2010	70
Contributions - Other	2,470
Total Contributions	2,615
Dept. of Education Grant Income	
Part C CIL Grant Income	29,150
Total Dept. of Education Grant Income	29,150
DSU/DHS CIL Grant	
FY 2009/2010	33,896
FY 2010/2011	51,023
Total DSU/DHS CIL Grant	84,920
Fundraising	
2010 ADA Celebration	2,176
Total Fundraising	2,176
Helping Hand Grant	
Helping Hand 2009/2010	650
Total Helping Hand Grant	650
SILC Part B Supl. Funding 08/09	2,333
Total Income	131,395
Expense	
Addl. Pt. B 2010-2011 (\$8249)	2,045
Administrative	
Supplies	96
Total Administrative	96
ARRA Part B GR1132177 (\$42223)	
Supplies	7,606
Total ARRA Part B GR1132177 (\$42223)	7,606
Dept of Education Grant Expense	
Part C CIL Grant Expense	
Fringe Benefits	
Employee Insurance	3,328
Payroll Taxes	0
Fringe Benefits - Other	5,115
Total Fringe Benefits	8,444
Other	
Communications	804
Occupancy	2,100
Total Other	2,904
Salaries	20,017
Supplies	394
Travel, Conferences, Meetings	279
Total Part C CIL Grant Expense	32,037
Total Dept of Education Grant Expense	32,037
DSU/DHS CIL Grant Expense	
Communications (Phone-Internet)	3,468
Fringe Benefits	
Employee Insurance	16,641
Payroll Taxes	834
Total Fringe Benefits	17,476

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Cash Basis

TARP, Inc.
Profit & Loss
January through December 2010

	<u>Jan - Dec 10</u>
Insurance	1,722
Rent (Occupancy)	6,300
Salaries	46,850
Supplies	22,074
Travel, Conferences, Meetings	1,007
Total DSU/DHS CIL Grant Expense	98,897
Fundraising Expense	71
Helping Hand 2009/2010 Expenses	
Supplies	650
Total Helping Hand 2009/2010 Expenses	650
SILC Part B Supl. Expense 08/09	
Supplies	540
Total SILC Part B Supl. Expense 08/09	540
Total Expense	141,941
Net Ordinary Income	-10,547
Net Income	-10,547

TARP, Inc.
Income Tax Summary
 As of December 31, 2010

Dec 31, 10

Pt I-Contribs
 Direct public support
 Pt II-Col(B)-Program Svcs
 Other salaries/wages
 Other employee benefits
 Payroll taxes
 Supplies
 Telephone
 Occupancy
 Travel
 Other expenses
 Pt II-Col(C)-Mgmt/Gen
 Supplies
 Pt II-Col(D)-Fundraising
 Supplies
 Pt IV-B/S-Assets
 Cash-non-interest bearing
 Svgs/temp cash invstmnts
 Pt IV-B/S-Liabs
 Accounts payable/accrued exp
 Pt IV-Net assets/Fund Balances
 Current unrestricted fund

129,219 ✓	(Line 12)	
66,867	92,787 ✓	
19,970		
5,950		
33,309 ✓	Supplies	Other expenses (Line 1b) Total: 40,684
4,271 ✓	Communications	
8,400 ✓	Rent	
1,286 ✓	Travel	
1,722 ✓	Insurance	
96 ✓	Admin.	
-2,105 ✓	(Line 6D)	
7,019 ✓	7,020	(Line 21)
0		
-1 ✓		
17,567 ✓	(Line 19)	

Supplies	33,309
Insurance	1,722
Communications	4,271
Travel	1,286
Admin	96
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	40,684