

TTA General Membership Meeting
Saturday, November 14, 2015 7:00 p.m.
Tremont Lodge & Resort, Townsend TN
(Approved February 6, 2016)

TTA's Annual Membership meeting was called to order at 7:03 p.m. by TTA President, Carolyn Miller.

The East Tennessee chapter was recognized for the work they have done hosting this year's Annual Meeting.

Chapter Officer Reports

Clarksville – submitted by Sandy Janus

The Clarksville Chapter of Tennessee Trails has 35 members and meets on the third Tuesday of each month at 6 PM, at the Crow Community Center. Meetings consist of a brief business session, followed by a potluck and social time. Average attendance is 16. Clarksville Chapter has a hike or other activity each Saturday, and attendance ranges from 3 to 22 persons. This year, 20 members have donated at least 94 volunteer hours to Friends of Dunbar Cave, Austin Peay State University, Rotary Park, and Land-Between-the-Lakes.

Columbia / Franklin – reported by Carolyn Watson

Meets monthly at a local restaurant. Rick (??? Pinkelton or Lausten ???) records the meeting minutes. Members led an annual Trail of Tears hike to the local community.

East Tennessee – reported by Rosemary Marshall

Recognized all of the first-comers to a TTA Annual Meeting: approximately 18 people stood up.

Highland Rim - reported by Naullain Kendrick

The Highland Rim Chapter of Tennessee Trails Association enjoyed a busy and productive year. We hiked, camped and paddled. We organized work days at Fiery Gizzard Trail in South Cumberland State Park and Short Springs State Natural Area. We volunteered at the Friends of South Cumberland's Trails & Trilliums. We gathered at our annual Christmas Party at Tom Bentley's home, the Poteet's January Chilly Chili Hike and Joette Carter's Memorial Day Lake Party. We meet monthly, starting with dinner, followed by the meeting and a program. The programs included members' trips. The University of the South's efforts to save the American Chestnut Tree and the history of the establishment of South Cumberland State Park. We hiked three or four times per month in South Cumberland State Park, Prentice Cooper WMA, Sewanee, Short Springs SNA, Old Stone Fort SP, Virgin Falls STA, Fall Creek Falls and Rock Island State Parks. We hiked in the Cohutta Wilderness and the GSMNP. We paddled the Tennessee River, the Elk River, the Hiwassee and the Ocoee Rivers, the Ghost River and Tims Ford Lake. We visited the Tennessee Wildlife Refuge, Duck River Unit, New Johnsonville, TN. We explored caves located on Joette Carter's land. We backpacked in the Walls of Jericho. We camped at Lake Conasauga Recreation Area. We camped at Elkmont in GSMNP, Hiwassee/Ocoee State Park and Chickasaw State Park. We camped on Devil's Step Island in Tims Ford Lake. Soon the Highland Rim Chapter will be building a bridge across Bobo Creek in Short Springs State Natural Area. TVA Civil Engineer, John Hoover P.E., has designed the Bobo Creek Bridge and submitted the stamped drawing to the State of Tennessee Building Commission for approval. We will need help with the four 50 ft. steel beams.

Jackson – not represented

Memphis - presented by Charlie Bright

Hiking almost every weekend. Working with two local parks: Meeman-Shelby Forest State Park and a new park; Nesbit Park. Volunteers in Nesbit Park have been working on clearing and cleaning up trail tread.

Murfreesboro – reported by Sara Pollard

Chapter member Maryedith McFarlin represented our chapter at the August TTA Board Meeting. We had a hike planning meeting in November to plan hikes for January through June 2016. Plans are to include Sunday hikes. Valerie Galan, our program coordinator does a good job of planning programs and contacting speakers for our 2nd Tuesday of the month chapter meetings. Some interesting speakers were Pat Cummins of the Native History Association and Tony Jones shared photos of his travels on the *Discover Tennessee Trails and Byways*. He featured The Jack Trail and The Old Tennessee Trail. Longtime member Radford Smith's wife, Joy, passed away and our chapter made a donation in her memory to the Arrowmont School of Arts and Crafts located in Gatlinburg. Our monthly backpacking trips are going well. We backpacked to the Walls of Jericho and to Hobbs Cabin in the Savage Gulf SNA. Monthly chapter

meetings continue to be well attended – with an average of twenty participants. Craig McBride is handling the chapter's blog (and doing a good job).

Nashville – reported by Doug Burroughs

Another good year for Nashville TTA. Chapter membership is 85 as of October 2015 (versus 89 this time last year and 91 the year before). Current chapter officers are: Chair, Doug Burroughs; Treasurer, June Callahan; Hike Coordinator, Nancy Juodenas; Programs Coordinator, Nora Beck. The Nashville Chapter continues to meet the 4th Tuesday of each month (except for May and December) at the REI store in Brentwood TN. We have a picnic at Warner Park every May and a holiday party every December. We offered 37 hikes in the TTA Newsletter. We hiked close to home in Nashville area parks (Warner Park, Bells Bend, Downtown Nashville, etc.). We also hiked further afield, mostly to the east of Nashville (Frozen Head, South Cumberland, Big South Fork, etc.). Nora Beck has continued her focus on hikes in Tennessee State Natural Areas. Ten monthly meetings were held at REI. The other two monthly events were our annual picnic at Warner Park in May and our holiday party in December. Many of our monthly meetings were presentations of hiking and/or other trips by members of our chapter or other TTA chapters; such as: Sierra Nevada's Rae Lakes Loop backpacking; Canadian Rockies; Appalachian Trail completion; Peru and Ecuador; 90-minute history on the 100th anniversary of the Tennessee Ornithological Society. The Nashville Chapter wrapped gifts at REI in December again. We raised \$507 for CTC Break Away meals. The Nashville Chapter continues to collate, label, fold, tab, stamp and mail out the printed copies of the TTA Newsletter each month. This process has been coordinated by Diane Manas. Amy Sutton collects mail from the State TTA PO Box and forwards contents to the Membership Director. In October 2014, the Nashville Chapter, along with the Sumner Trails Chapter, organized and hosted the TTA Annual Meeting at Montgomery Bell State Park. The meeting generated a total of \$9,447.03 for Tennessee Trails.

Plateau – reported by Cheryl Heckler

Our chapter hikes every Wednesday and two Saturdays per month. Hikes were scheduled in Pickett State Park, Big South Fork, Smoky Mountains, Bridgestone Firestone Centennial Wilderness, Virgin Falls Pickett Wilderness, University of the South, Cumberland Trail, and Obed Wild & Scenic River. We did a combined hike with Highland Rim Chapter twice this year and one with Soddy-Daisy Chapter. We did our annual spring overnight hiking trip to the Smokies Deep Creek area in Bryson City. In June we did a short night hike to see the glow worms in Hazzard Cave lead by Pickett State Park ranger. In place of one Saturday hike in August we did a whitewater rafting trip down the Pigeon River and scheduled a canoe day at the Cumberland Mountain State Park. Three of our chapter meetings are a social instead of a program. We have a cookout picnic at Meadow Park Lake in May and September as well as a Christmas Party. Programs at our Chapter meetings have been: Colorado Trail, Friends of Cumberland Trail, Permaculture and Worm Farm, Encourage native plants and stop invasive plants, and Big South Fork. We registered a National Trails Day event offering a choice of two Cumberland Trail hikes: Piney River or Soak Creek. There were 15 hikers on the Piney River trail and 7 hikers on the Soak Creek trail. Elections will be held in November. The nominations for 2016 officers for Plateau Chapter will be: Chair & Membership – Cheryl Heckler; Treasurer – Bill Quattrociocchi; Asst. Treasurer – Jim Lamb; Wednesday Hike Coordinator – Bruce Whitehead; Hike Advisory – Bill Harris; Saturday Hike Coordinator – Sigrun Brickie; TTA Newsletter – Carolyn Miller; Local Newspaper – Jim McCullough; Blogmaster – Bill Quattrociocchi; Trail Maintenance Coordinator – Marcy Tucker; Social Events – Carol Quattrociocchi; Program Coordinator – Nancy Brainard. We will have 35 2016 calendar sales this year. The Chapter supported the 1st Hike Marathon in Cumberland County with several members completing a full marathon of 26 miles within 30 days on the designated local county trails. The half and full marathon hikers were awarded a t-shirt and patch at the Hit the Trails Festival in Fairfield Glade. Plateau Chapter represented TTA at a booth next to the Cumberland Trail booth and Tennessee State Park Scenic Cumberland Trail Park booth. The Plateau Chapter of the Tennessee Trails Association would like to take the opportunity to remember one of our members and a true friend to many of us. Tom Cox passed away on July 26, 2015 after an illness. Tom was a true advocate for the TTA, CTC, Crossville Trails, and Fairfield Glade Hikers. He worked diligently to help build and maintain trails, willing to help where needed, and was always a welcome friend on all of our hikes. His contributions to the sport of hiking epitomizes the heart of what a Tennessee Volunteer is. He will be missed. As a memorial the Plateau Chapter will install a bench overlooking Meadow Park Lake along Soldier Beach trail. Tom worked with others building the trail so we thought it would be an appropriate place for his memorial. On January 18, 2016 the Plateau Chapter will celebrate a 20th anniversary event; details are forthcoming.

Soddy Daisy – reported by Ed Pyers

Current chapter officers: Ed and Donna Pyers, Co-Chairman; George Bonneau, Hiking Coordinator; Bob McGavock, Treasurer. Chapter membership at 30. During the 4th quarter our chapter conducted over 20 hikes (Sat & Tues), and we hike rain or shine. Our second annual BBQ was held on the shores of the

Tennessee River. Feb. is the month the chapter will be hiking to The Len Foote Hike Inn for an overnight stay. Our chapter meeting will be held on Nov 17. Ed recognized the annual meeting hike leaders.

Sumner Trails – reported by Sally Ticaric (and Bob Crouch)

Currently has 46 members. Members and guests like to hike and eat. Recognized Danny Shelton for an excellent presentation at one of their monthly chapter meetings. Danny's presentation was the history of the Tennessee Ornithological Society. Also recognized and thanked all of the hike leaders – both at the annual meeting and the others leading for their chapters.

Upper Cumberland – reported by Jennifer Carroll (co-chair with Louise Miniard)

Hikes every Saturday. Saw an increase in membership due to a local radio station (94.7 The Giant) mentioning their seeing a photo in a local paper featuring the chapters' members. Co-shared Appalachian Trail Ultra Hiker Jennifer Pharr's presentation at the Outdoor Experience (local outdoor retailer). Chapter members like the hike and eat outings; they like to support one of the Mexican restaurants.

Election of Board Officers for 2016 - presented by Carolyn Miller.

The slate of Board Officers for 2016 was presented by Carolyn Miller. Bob Richards moved to close nominations with a motion to accept the slate of officers. Seconded by Levonn Hubbard. The membership unanimously voted in favor of the officers for 2016.

President: Carolyn Miller (Plateau)
Vice President: Bruce Whitehead (Plateau)
Treasurer: Kathy Woods (Nashville)
Membership Director: Tim Townley (Northwest)
Secretary: Diane Manas (Nashville)
West TN Regional Director: Margaret Dixon (Memphis)
Middle TN Regional Director: Joan Hartvigsen (Highland Rim)
East TN Regional Director: Garnett Rush (East TN)

Annual Awards:

Bill Stutz Award

The Bill Stutz Award recognizes a TTA member for his or her outstanding individual contributions to the TTA or to one of its chapters.

Naullain Kendrick presented the Bill Stutz Award to Joan Hartvigsen of the Highland Rim Chapter. Without Joan, the Highland Rim chapter simply would not function as well as it has. Since joining the TTA and the Highland Rim chapter, Joan has been an active participant in all chapter activities and in many activities at the state level of TTA. As the Hikes and Program Coordinator and Newsletter contact, Joan spends many tireless hours lining up speakers and programs, coordinating hikes and paddles, and sending countless emails back and forth. It is amazing how well she keeps everything up to date and everybody well informed. We all benefit greatly from her volunteer efforts and contributions. She never fails to come through with great activities and interesting programs. Her leadership and contributions to the Highland Rim chapter are valuable beyond measure. We feel these attributes are worthy of recognition and are grateful in so many ways to Joan Hartvigsen, and she is very deserving of this distinguished award.

Tennessee Trails Award

The Tennessee Trails Award is presented for outstanding contributions to the Association or for the furtherance of trails and natural resource programs and opportunities within Tennessee.

Carolyn Miller presented the Tennessee Trails Award to Charlie Klabunde, posthumously. An avid hiker and conservationist, Charles Klabunde was very active with Smoky Mountains Hiking Club, Southern Appalachian Highlands Conservancy, and Tennessee Citizens for Wilderness Planning - serving on their boards, editing and publishing their newsletters. He was a frugal man he tread lightly on the land and with careful planning managed to establish an estate that has now been donated to several hiking and conservation organizations, including TTA and CTC. Several of the long term members of TTA were fortunate enough to have known Charlie and to have hiked with him and served with him. His legacy supports the spirit of the Tennessee Trails Award and meets the requirement of furtherance of trails and natural resource programs and opportunities within Tennessee.

Bob Brown Award

The Board of Directors of the Association established this award to honor the extraordinary lifetime leadership and personal contributions of Bob Brown to hiking and conservation in the State of Tennessee. The Board may give a Bob Brown Award from time to time to others for lifetime leadership and contributions that it finds equally extraordinary.

Libby Francis presented the Bob Brown Award to Jim Poteet. Jim has been a member of Tennessee Trails since 1971 and a lifetime member since 1991. Jim was Chapter Chair of the Nashville Chapter in 1994-1996, statewide TTA Vice President for 2 years and TTA President from 1998-2000. During his tenure as State President, the Cumberland Trail Conference was formed and his role was to change the bylaws to reflect the organization and to incorporate it into the TTA organization. Also during Jim's statewide presidency, he helped establish the Cove Lake Chapter and the Northwest Chapter. Jim has been the Tennessee Trails Webmaster since 1992 and he still continues in this role. He was instrumental in setting up the database used by the Membership Chair and for newsletter distribution. He played a vital role in the annual meetings in 1990 at Montgomery Bell State Park, Cedars of Lebanon in 1993, and the 2002 Fall Creek Falls meeting. Jim has been the recipient of the Bill Stutz award in 1999, the TTA award in 2003 and the much-disputed Golden Squirrel Award with Bob Brandt in 2000. They both blame each other for all the tromping back and forth at Bridal Veil Falls at Sewanee. Jim has truly given a lifetime of service to Tennessee Trails Association. Jim feels his greatest accomplishments and lasting achievements are being involved in the establishment in CTC and in TTA becoming a serious organization involved in trail maintenance, trail building, and conservation, not just a hiking club. Thank you Jim for your service.

TTA and CTC Agreement to Form a Corporation <attached> - Carolyn Miller

TTA and CTC officers and board members have spent most of 2015 working to establish the mechanism for TTA to spinoff CTC. The board of directors of both groups has approved the "Agreement to Form a Corporation." In TTA's October and November newsletter there was a notice to the membership of where one could read the entire, 26-page document, "Agreement to Form a Corporation" on TTA's webpage. The Agreement to Form a Corporation includes the new CTC Charter and Bylaws within its first five pages of the Agreement which provides the outline of what is required for CTC to spinoff of TTA (it's these same five pages that were included as an insert in TTA's October and November newsletters) – and now, presented this evening for a vote of the TTA general membership in order to proceed with the spinoff. Motion by Levonn Hubbard to move to approve the Agreement to allow CTC to form a new corporation; seconded by Bob Richards. Motion to approve received favorably by unanimous membership vote.

After the unanimous vote, Rob Weber (Chair, CTC) reported that TTA and CTC will continue to progress as two dynamic organizations and will continue to work together in the future of the Cumberland Trail. Rob identified CTC's officers and staff present: Frank Jamison, Vice Chair; Carolyn Miller, Treasurer/Secretary; Marianne Mailhot, Administration; Mitch Wolfe, Trail Building Coordinator; and recognized Charles Key (Memphis) for his pro bono legal work, and Ray Garrett for his tireless work.

Cumberland Trail Update – reported by Rob Weber

Spring Break Away will take place during the weeks of March 6 – April 2, 2016. Base camp will be at the Fort Bluff Youth Camp in Dayton TN. Fort Bluff Youth Camp can house up to 400 people and provides the meals so volunteers can focus on the trail projects. Through 2001's "Pathways for People" fund raising program, 93% of the CT corridor is now protected (approx. 22,000 acres). There are funds remaining which will be used as a small grants opportunity for communities along the corridor to use for Cumberland Trail related activities; "connector" programs. CTC's goal is for 2 miles of trail per month.

Evan Means Grant Fund Update – reported by Bob Richards

Awarded 5 grants in February 2015 which totaled \$4,130 – all for trail related activities; small grants were awarded to TN Parks and Greenways Foundation; TTA's Highland Rim and Plateau chapters; Watershed Association of the Tellico Reservoir (WATeR); and, Cumberland Trail Conference. TTA's board encourages each chapter to look around their parks or communities, identify a project and ask the park or community to submit a grant request. Grants submitted before December 31, 2015 will be reviewed by the Board (and if approved granted Evan Means Grant Funds) during the February 2016 Board of Directors' meeting. The grant application can be found on TTA's website.

Meeting adjourned at 6:55 p.m.

Respectfully Recorded,
Diane Manas

Secretary, Tennessee Trails Association

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Meeting adjourned at 6:55 p.m.

Respectfully Recorded,
Diane Manas

Secretary, Tennessee Trails Association

AGREEMENT TO FORM A CORPORATION

THIS AGREEMENT is made and entered into as of the date of the last signature below by, between, and among Tennessee Trails Association, Inc. ("TTA") and the individuals whose signatures appear on the signature page of this Agreement (the "Organizers"). The TTA and the Organizers are referred to collectively in this Agreement as the "Parties."

RECITALS

A. TTA is a Tennessee nonprofit, public benefit corporation recognized as exempt from federal income taxation as a public charity under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended, (hereinafter, a "tax-exempt" organization). Certain individual members of TTA (including the Organizers and other individuals) have previously served as an organizing committee for the Cumberland Trail Conference ("CTC"), which has heretofore operated as a division of TTA under an Assumed Name duly registered by TTA with the Secretary of State of the State of Tennessee.

B. The Parties desire to re-organize the CTC as a separate and independent corporation under the Tennessee Nonprofit Corporation Act, for the purposes stated in and pursuant to the Charter attached hereto as Exhibit A and incorporated herein by reference.

C. The Organizers propose to recommend for adoption by the corporation upon its formation a set of bylaws substantially in the form attached hereto as Exhibit B and incorporated herein by reference.

D. In recognition of the fact that certain pre-incorporation activities must proceed while additional discussion of the details of formation takes place among the interested parties, and to assure that the benefits of such pre-incorporation activities ultimately inure to the corporation to be formed, the Parties have in this Agreement set forth their declaration of intent with respect to the formation.

TERMS AND CONDITIONS

In consideration of the foregoing and of the mutual promises and covenants contained herein, the Parties agree as follows:

1. *Formation of Corporation.* Following the execution of this Agreement, the Organizers shall cause a corporation to be formed by filing with the Secretary of State of Tennessee a Charter substantially in the form attached hereto as Exhibit A. The name of the corporation to be formed shall be "CTC Formation Group, Inc." (hereinafter "the Corporation").

2. *Membership Interests.* The Corporation shall have no members within the meaning of the Tennessee Nonprofit Corporation Act. Whenever the word "member" or "membership" is used in the Charter, Bylaws, or otherwise in the pre- or post-incorporation activities of the Corporation, it shall be understood to refer to formal participation in the activities of the Corporation, the acceptance of certain obligations with respect to the support of the Corporation, and such other benefits and obligations as shall be specified from time to time by the Board of Directors of the Corporation.

3. *Initial Costs.* The Organizers shall cause the Corporation to be formed as soon as is practicable following the execution of this Agreement. TTA hereby promises to advance such funds as may be necessary to meet the obligations of the Corporation, if any, prior to incorporation, solely with respect to the organization of the

Corporation and its application for recognition of exemption from federal income taxation, not to exceed five thousand dollars (\$5,000) in the aggregate. Such advance shall be treated as an interest-free loan to be repaid to TTA by the Corporation within twelve (12) months following its formation.

4. *Engagement of Counsel.* The Parties hereby approve and ratify the engagement of Charles M. Key as legal counsel for the Corporation to be formed.

5. *Transfer of Assets and Assumption of Liabilities.*

5.1 *Conditions Precedent.* The following conditions must be satisfied prior to any transfer of assets to or assumption of liabilities by the Corporation. Upon the failure of any of the following conditions, and unless otherwise agreed to in writing, signed by TTA and the Corporation, TTA shall not be obligated to transfer any asset and the Corporation shall not be obligated to assume any liability contemplated in this Section 5.

(a) The Corporation shall have been formed under the Charter attached hereto as Exhibit A, shall have received recognition of exemption from federal income taxation as a public charity under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended, and shall have provided documentation thereof to TTA in the form of file-stamped copies of such Charter and a letter of determination from the United States Internal Revenue Service.

(b) Ratification of this Agreement by the membership of TTA on or before December 31, 2015.

(c) The Corporation's Incorporators shall have appointed the following persons as the First Board of Directors of the Corporation: Rob Weber, Frank Jamison, and Carolyn Miller. No additional directors shall have been elected or appointed by the Corporation without the prior written approval of TTA.

(d) The First Board of Directors of the Corporation shall have elected the following persons as the Initial Officers of the Corporation:

Rob Weber	Chair
Frank Jamison	Vice Chair
Carolyn Miller	Secretary and Treasurer

No additional officers shall have been elected or appointed by the Corporation without the prior written approval of TTA.

(e) The Corporation shall have adopted the Bylaws attached hereto as Exhibit B, and shall have adopted a committee structure approved by TTA.

(f) The Corporation shall have adopted, and made available to TTA, a mission statement and a written framework for accomplishing its mission.

(g) The Corporation shall have entered into a working relationship with the Tennessee Department of Environment and Conservation (TDEC), as appropriate for carrying out its mission.

(h) The Corporation and TTA shall have entered into a Memorandum of Understanding regarding their future communication, cooperation and mutual assistance, covering, at a minimum: sharing and coordination of membership lists; reciprocal discounts; working relationship regarding trail building; and joint publicity.

(i) The Corporation shall have presented releases or other documentation to TTA sufficient to assume responsibility for all obligations previously undertaken by TTA relative to the Cumberland Trail.

5.2 Transfer of Assets. Upon satisfaction in full of the conditions precedent stated in Section 5.1 above, but not sooner than November 15, 2015, TTA shall cause the transfer to the Corporation of any and all right, title, and interest TTA has, may have, or may in the future have in the following assets:

(a) The name "Cumberland Trail Conference," including but not limited to TTA's execution and delivery to the Corporation of an Application for Cancellation of Assumed Corporate Name relative to the name "Cumberland Trail Conference;"

(b) Cash and financial assets, equipment, supplies, and other assets reflected in the Balance Sheet of the Cumberland Trail Conference dated as of the last day of the month preceding the date of the Closing (described in Section 5.4 below) and in any inventory of assets available at Closing, including (whether or not itemized as such in the aforementioned Balance Sheet) payments owed by the State of Tennessee on invoices for construction of the bridge across Big Soddy Creek and for trail construction on the western slope of Black Mountain, and any proceeds from claims against the North Chickamauga Creek Conservancy;

(c) Any contract assumed by the Corporation under Section 5.3 below;

(d) Any interest in real property owned by TTA that is located in or adjacent to the Cumberland Trail State Scenic Park; and

(e) Any lease of real property by TTA that is located in or adjacent to the Cumberland Trail State Scenic Park.

Each such asset shall be transferred as is, with no representation or warranty with respect thereto. The full performance of such transfer shall be acknowledged and confirmed by the parties, consistent with this Agreement, upon its occurrence, as hereinafter set forth.

5.3 Assumption of Liabilities. Simultaneous with the transfer of the aforementioned assets to the Corporation, the Corporation shall assume the following liabilities:

(a) All remaining obligations to past donors of property or monies to TTA in connection with the Cumberland Trail;

(b) All remaining obligations to TDEC or any other agency of the State of Tennessee incurred by TTA in connection with the Cumberland Trail;

(c) All remaining obligations to past or present employees of TTA in connection with the Cumberland Trail, or to others arising out of any actions by such employees, for which TTA would be responsible;

(d) All remaining obligations to other parties, with whom TTA has had contracts or other arrangements related to the Cumberland Trail, whether or not such obligations currently are known or quantified; and

(e) All of TTA's obligations relative to the assets transferred under Section 5.2 above.

5.4 Closing. On completion of all of the conditions to performance of this Agreement listed above, and on request of The Corporation, the parties shall hold a closing at a mutually agreed place and time at which TTA shall transfer ownership of the assets described above to The Corporation. At the closing, TTA and The Corporation shall present releases, sign documentation, and take other steps sufficient to assure the transfer of assets and assumption of obligations listed above,

to secure title in the assets to the Corporation free and clear from liens and encumbrances, and to protect TTA from future liability with respect to the obligations assumed by the Corporation. Following the closing of the transaction contemplated by this Agreement, TTA shall discontinue any and all use of the name "Cumberland Trail Conference," except as authorized by the Corporation.

5.5 Indemnity. The Corporation shall defend, indemnify, and hold TTA harmless from and against any liability, damages, cost, or expense of any kind, including but not limited to reasonable attorneys' fees and costs reasonably incurred, that may arise in whole or in part out of the transfer of assets described in Section 5.2 above, the assumption of liabilities described in this Section 5.3 above, or otherwise out of the execution of this Agreement or the performance of any obligation hereunder.

6. Binding Effect. This Agreement shall be binding according to its terms upon each of the Parties and their respective legal representatives, successors, and assigns.

7. Entire Agreement. This Agreement is the entire agreement of the parties and supersedes all previous agreements made between the parties related to the subject matter of this Agreement.

8. Headings. The headings used throughout this Agreement are for convenience only and shall not in any way affect the meaning or interpretation of this Agreement.

9. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Tennessee.

10. Counterparts. This Agreement may be executed in two (2) or more counterparts, each of which shall be deemed an original but all of which together shall constitute one (1) and the same instrument.

11. Survival of this Agreement. This Agreement shall survive the formation of the Corporation, and each of the Parties shall continue to be bound by its terms, as applicable.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement, effective as of the date of the last signature below.

TENNESSEE TRAILS ASSOCIATION, INC. ("TTA")

By: _____
Levon Hubbard
Vice President

Date: _____

THE "ORGANIZERS":

Rob Weber Date

Carolyn Miller Date

Frank Jamison Date