

Headin' Home of TN, Inc.
6644 Hwy 67 W, Mountain City, TN 37683-6080
Board Meeting
May 12, 2022, 6 p.m.
Quarterly Meeting #1
Agenda

- **Board Members**
Ned Shaffner, President (upon board election)
April Shaffner, Secretary (upon board election)
Leanne Shoun
Joni Hart
Bill Hart
Darryl Hendrix
Alan Nywening

- **Introductions**, April Shaffner

- **Welcome**, Ned Shaffner

- **Headin' Home of TN History**, Ned Shaffner

- **Headin' Home of TN Mission, Vision, Values & Foundation, Website**, April Shaffner
[Home | My Site 1 \(headinhometn.org\)](http://headinhometn.org) – this website is a work in progress by April and Ned
Mission: To help those in need in Mountain City, TN, and the surrounding communities through direct and partner services.
Vision: To break the cycles of chronic incarceration, abuse, and generational poverty in Mountain City, TN, and surrounding communities.
Values & Foundation: "When did we see you a stranger and invite you in, or needing clothes and clothe you? When did we see you sick or in prison and go to visit you? The King will reply, Truly I tell you, whatever you did for one of the lest of these brothers and sisters of mine, you did for me." Matthew 25: 38-40

- **Organization Status**, 501c3 still in progress, April Shaffner
Completed
Federal Tax ID/Electronic Identification Number (EIN) applied for and secured
Charter of Nonprofit Corporation for Headin' Home of TN Inc has been filed.

Headin' Home of TN is a public benefit corporation, not a religious corporation and will not have members. Our program year is from July 1 – June 30, perpetual.
Annual Report is due 10/01/2022 – April will prepare and request board approval of the report prior to sending.

To Do

Secure PO Box to create separation between physical address and mailing address.
Determine tax registration requirements at www.tn.gov/revenue, April
Find an accountant/auditor.

- **Bi-laws – Vote Required**

Distributed one week prior to meeting for board review.

- **Board Officer Nominations and Elections – Vote Required**

President

Nomination: Ned Shaffner

Vice-President

Secretary

Nomination: April Shaffner

Treasurer

- **Conflict of Interest Policy – Vote Required & Individual Board Members Signatures**

Distributed one week prior to meeting for board review. Approval requested and all board members to sign.

- **Performance Year 2021 and PY2022 Projected Budgets -Vote Required, including in-kind/hourly pay rate for Headin' Home Executive Director and Headin' Home Budget & Grants Manager**

Note: Pay rates for the Executive Director and Budget & Grants Manager is noted on the 2021 and 2022 projected budgets as in-kind. If/when funds are available for salary to be paid, the Vice President and Treasurer will be asked to approve and enter a contract on behalf of the board for straight hourly compensation on an Independent Contract basis. The full board will be asked to approve via email with a ratification vote at the next quarterly board meeting.

2021 and 2022 projected budgets were distributed one week prior to meeting for board review.

Headin' Home of TN, Inc.
Board Members
May 12, 2022

Ned Shaffner, President (upon board election), Addictions Counselor, Retired
6644 Hwy 67 W
Mountain City, TN 37683
(219) 448-2506
headin.home.tn@gmail.com

Dr. April Shaffner, Secretary (upon board election), Grant Consultant, Simple Grants
6644 Hwy 67 W
Mountain City, TN 37683
(423) 502-9293
headin.home.tn@gmail.com

Leanne Shoun, Special Education Teacher at Johnson County Board of Education
524 Campbell Road
Mountain City, TN 37683
(423) 291-1077
79formula@embarqmail.com

Joni Hart, Owner/Operator, Iron Mountain Inn
268 Moreland Dr, Butler, TN 37640
(713) 478-9292
ironmountaininn@gmail.com

Bill Hart, Owner/Operator, Iron Mountain Inn
268 Moreland Dr, Butler, TN 37640
(713) 294-9566
ironmountaininn@gmail.com

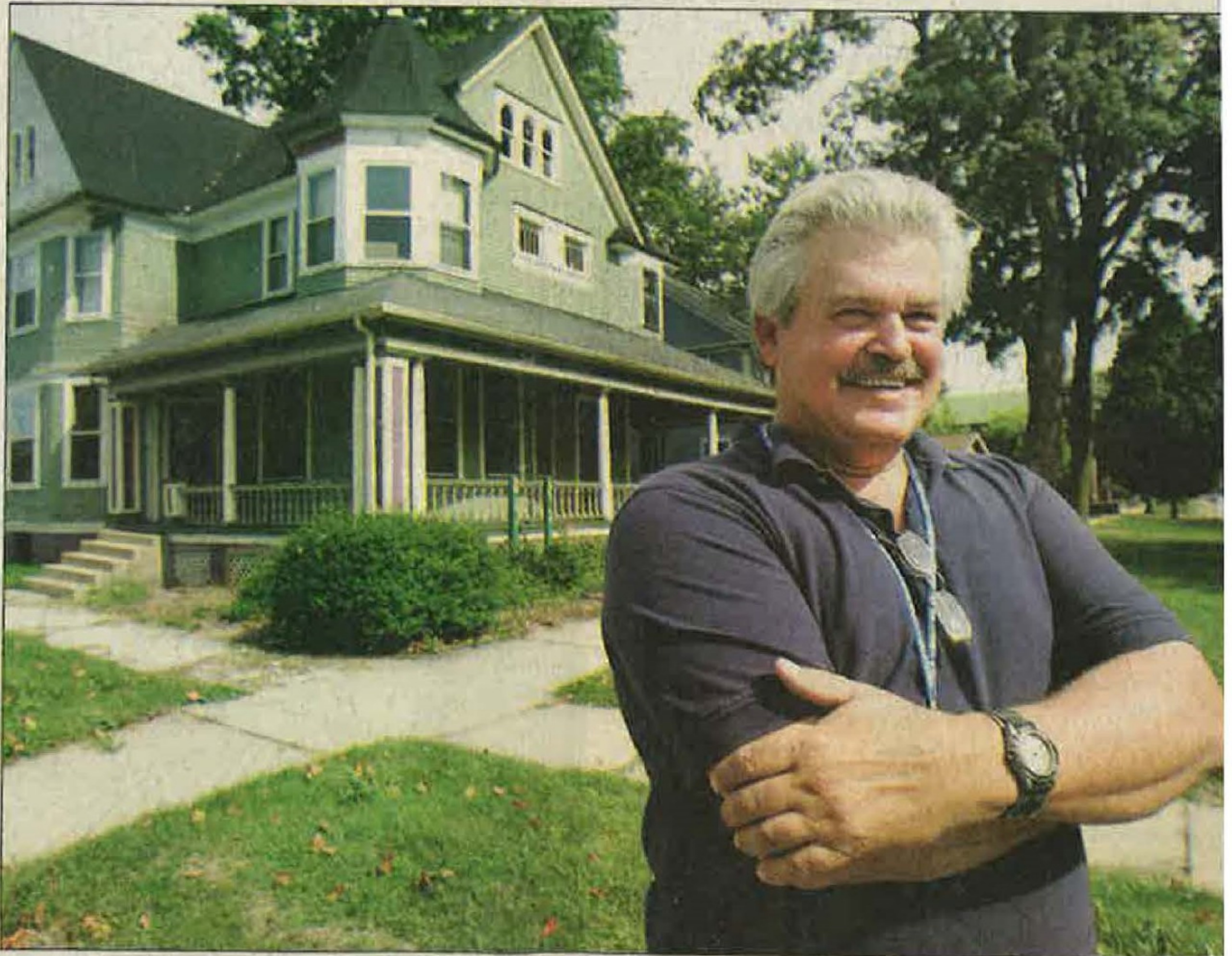
Darryl Hendrix, Owner/Operator Butler Antiques
8954 Hwy 67 W
Mountain City, TN 37683
Sundrop2@outlook.com
(828) 406-4539

Alan Nywening
176 Sunrise Lane
Mountain City, TN 37683
(704) 402-3712
nywening@yahoo.com

LA PORTE COUNTY

HERALD

TUESDAY, AUGUST 26, 2008



By Bob Wellinski

Ned Shaffner poses Friday in front of a house at 1001 Michigan Ave. that he hopes to use as a home for men released from prison.

'Payback time'

Ex-convict creates transition house to help felons

By Timothy O'Connor
1-866-362-2167 Ext. 13860
toconnor@heraldargus.com

LA PORTE — Shortly after Ned Shaffner was released from prison in July 2005, he found himself frozen in front of Wal-Mart. His dad had dropped him off in front of the big-box retailer, but Shaffner couldn't bring himself to go inside.

Shaffner realizes now his momentary paralysis was a symptom of years in jail — he had forgotten how to make decisions.

But Shaffner said he was lucky. His family provided a support system that kept him away from alcohol. Others aren't so fortunate.

"Now it's payback time," he said, expressing his desire to help fellow felons.

Shaffner plans on opening a home in La Porte aimed at rehabilitating ex-offenders like himself.

"I'd rather have these guys go into a controlled environment, drug and alcohol free," he said.

Helping others has been Shaffner's mission since killing a man while driving drunk in June 2002. He was released three years later and eventually became a friend to the victim's widow. The two even teamed up and toured the state, speaking to high schools and prisons about addiction.

The home for felons is simply the next level for Shaffner. He's already got the name set, Headin-Home Inc. of Indiana.

"I seem to get through to people," he said, convinced the talent can carry over to a new environment.

"I've been to Vietnam, I've been to prison. I'd go back to Vietnam."

**— Ned Shaffner,
former prisoner**

He's careful not to call the project a halfway house, preferring the term transition house. It's a place where ex-offenders will learn music, cooking and other skills to help them get a job and re-enter society. They'll even interact with locals because many classes will be open to the public.

"This way, they work back into society slowly," Shaffner said.

Please see Payback, Page A3

PAYBACK

From Page A1

The program, which will be funded by grants and donations, isn't for any felon, however. Shaffner said he's going to be selective, limiting it to people who want to go

to church and change. It's fitting, then, that the house in question at 1001 Michigan Ave. is located within a block of three churches.

"I'm going to pick a handful of guys who really want to make it," he said about the type of person he's targeting. "Why would I want to bring

losers in to wreck my program and wreck my town?"

To help on that mission, he's already amassed a platoon of volunteers to teach and hire the house's residents. Among them is Katryna Jeffrey, an English as a second language tutor through the La Porte County Library.

"I've offered to try and find people for GED and literacy programs," she said. "(English is) a pretty basic skill people need to get ahead."

For Shaffner, getting ahead means staying out of jail.

"I've been to Vietnam, I've been to prison," he said. "I'd go back to Vietnam."



Dear April Shaffner,

Congratulations on starting your new business!

We're excited to help you take this big step. Attached are your filed articles and supporting documents for your new company. Please review these carefully for accuracy. If you ordered a Corporate Kit and Seal, you should receive it in about a week.

Below is your Federal Tax ID (or Electronic Identification Number). Please note, you will receive an official letter from the IRS regarding your EIN in the next 2-4 weeks.

88-0905624

Rocket Lawyer can help you run and grow your business. Imagine having your own lawyer on retainer 24-7, that's kind of what Rocket Lawyer is like.

A Rocket Lawyer membership gives you affordable access to legal services, including unlimited documents such as bylaws, operating agreements, trademark applications and more. Our simple-to-use, step-by-step interview process allows you to create legal documents that are ready to print, sign and share within minutes. We can also connect you with local, independent attorneys in person, online, or by phone. And because your documents are protected by Document Defense®, you don't have to worry about contract enforcement.

If you don't already have a membership and would like to give us a try, or have questions about Rocket Lawyer, please call us at 800-518-8976 or visit us at www.rocketlawyer.com.

Thanks for choosing Rocket Lawyer! We look forward to helping you as your business grows.

Your Rocket Lawyer Incorporation Team

**Statement and Resignation by Written Consent of the Incorporator of
Headin Home of TN Inc.**

The undersigned, being the sole incorporator of Headin Home of TN Inc. (the "Corporation"), a corporation filed in the state of TN, adopts the following resolutions by written consent without a meeting, which shall be effective immediately upon the existence of the Corporation.

RESOLVED, that each person named below is appointed to serve as initial director of the Corporation until the first meeting of the shareholders or until his/her successors are elected and qualified to serve:

- 1 April Shaffner
- 2 Ned Shaffner

RESOLVED, that this Written Consent shall be filed in the Corporation's minute book by the initial directors.

RESOLVED, that the undersigned resigns as incorporator of the Corporation and relinquishes any and all control of, authority over, or involvement with the Corporation—real or perceived—to the initial director/s of the Corporation, effective immediately upon the existence of the Corporation.

Signed and executed by the incorporator on 2/3/2022.



Frances Severe, Incorporator



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Headin Home of TN Inc.
6644 HIGHWAY 67 W
MOUNTAIN CITY, TN 37683-6080

February 10, 2022

Filing Acknowledgment

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

SOS Control # :	001281935	Formation Locale:	TENNESSEE
Filing Type:	Nonprofit Corporation - Domestic	Date Formed:	02/03/2022
Filing Date:	02/03/2022 2:27 PM	Fiscal Year Close:	6
Status:	Active	Annual Report Due:	10/01/2022
Duration Term:	Perpetual	Image # :	B1154-7127
Public/Mutual Benefit:	Public		
Business County:	JOHNSON COUNTY		

Document Receipt

Receipt # : 006919445	Filing Fee:	\$100.00
Payment-Check/MO - PARASEC, SACRAMENTO, CA		\$100.00

Registered Agent Address:
ROCKET LAWYER CORPORATE SERVICES LLC
STE B
992 DAVIDSON DR
NASHVILLE, TN 37205-1051

Principal Address:
6644 HIGHWAY 67 W
MOUNTAIN CITY, TN 37683-6080

Congratulations on the successful filing of your **Charter** for **Headin Home of TN Inc.** in the State of Tennessee which is effective on the date shown above. 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. Please visit the Tennessee Department of Revenue website (www.tn.gov/revenue) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett
Secretary of State

Processed By: Alex Maxfield



CHARTER NONPROFIT CORPORATION (ss-4418)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$100.00

For Office Use Only

FILED

The undersigned, acting as incorporator(s) of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act, adopt the following Articles of Incorporation.

1. The name of the corporation is: Headin Home of TN Inc.

2. Name Consent: (Written Consent for Use of Indistinguishable Name)

This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: _____

4. The name and complete address of the initial registered agent and office located in the state of Tennessee is:

Name: Rocket Lawyer Corporate Services LLC

Address: 992 Davidson Drive #B

City: Nashville State: TN Zip Code: 37205 County: Davidson

5. Fiscal Year Close Month: June Period of Duration: Perpetual Other _____
Month Day Year

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: _____ Time: _____
Month Day Year

7. The corporation is not for profit.

8. Please complete all of the following sentences by checking one of the two boxes in each sentence:

This corporation is a public benefit corporation / mutual benefit corporation.

This corporation is a religious corporation / not a religious corporation.

This corporation will have members / not have members.

9. The complete address of its principal executive office is:

Address: 6644 Highway 67 W

City: Mountain City State: TN Zip Code: 37683 County: Johnson

Business Email: amoore7828@gmail.com

***Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.**

Submitter Information: Name: Steve Zenovieff Phone #: (800) 854-8534

B1154-7127 02/03/2022 2:27 PM Received by Tennessee Secretary of State Tre Hargett



CHARTER NONPROFIT CORPORATION (ss-4418)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$100.00

For Office Use Only

The name of the corporation is: Headin Home of TN Inc.

10. The complete mailing address of the entity (if different from the principal office) is:

Address: 6644 Highway 67 W

City: Mountain City State: TN Zip Code: 37683

11. List the name and complete address of each incorporator:

Name	Business Address	City, State, Zip
Frances Severe	2804 Gateway Oaks Dr # 100	Sacramento, CA 95833

12. School Organization: (required if the additional designation of "School Organization - Exempt" is entered in section 3.)

- I certify that pursuant to T.C.A. § 48-2-611, this nonprofit corporation is exempt from the \$100 filing fee required by § 48-51-303(a)(1)
- This nonprofit corporation is a "school support organization" as defined in T.C.A. § 49-2-603(4)(A).
- This nonprofit corporation is an educational institution as defined in T.C.A. § 48-101-502(b).

13. Insert here the provisions regarding the distribution of assets upon dissolution:

See attached

14. Other Provisions:

***Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.**

01/28/2022
Signature Date

Incorporator's Signature

Frances Severe
Incorporator's Name (printed or typed)

81154-7128 02/03/2022 2:27 PM Received by Tennessee Secretary of State Tre Hargett

Attachment to Articles of Incorporation for
Headin Home of TN Inc.
Article 13 - Continued

Asset Distribution:

Any assets will be distributed to

The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers.

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



EIN Assistant

Your Progress: 1. Identity ✓ 2. Authenticate ✓ 3. Addresses ✓ 4. Details ✓ 5. EIN Confirmation

Congratulations! The EIN has been successfully assigned.

EIN Assigned: **88-0905624**

Legal Name: **HEADIN HOME OF TN INC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN.

Continue >>

Help Topics

[? Can the EIN be used before the confirmation letter is received?](#)

**BYLAWS
OF
HEADIN HOME OF TN, INC.**

The name of the organization is Headin Home of TN, Inc.. The organization is organized in accordance with the Tennessee Code Annotated, Title 48, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Mission: To help those in need in Mountain City, TN, and the surrounding communities through direct and partner services. Vision: To break the cycles of chronic incarceration, abuse, and generational poverty in Mountain City, TN, and surrounding communities.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a

special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of Minimum of 3 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 2 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-

President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

_____, President of Headin Home of TN, Inc., and _____,
Secretary of Headin Home of TN, Inc. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on May 12, 2022.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on May 12, 2022.

By: _____ Date: _____
_____, President

By: _____ Date: _____
_____, Secretary

Headin Home of TN, Inc. ("HHTN")
Conflict of Interest Policy and Annual Statement
For Directors and Officers and
Members of a Committee with Board Delegated Powers

Article I - Purpose

1. The purpose of this Board conflict of interest policy is to protect HHTN's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of HHTN or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

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 HHTN has a transaction or arrangement,
 - b. A compensation arrangement with HHTN or with any entity or individual with which HHTN has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which HHTN 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. A person who has a financial interest in this policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. This policy adds information needed to allow HHTN to assess director independence in order to answer questions on Form 990.2. A conflict of interest exists only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.
3. Independent Director -- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director:
 - a. is not, and has not been for a period of at least three years, an employee of HHTN or an employee of any entity in which HHTN has a financial interest does not directly or indirectly have a significant business relationship with HHTN, which might affect independence in decision-making;
 - b. is not employed as an executive of another corporation

where any of HHTN's executive officers or employees serve on that corporation's compensation committee; and does not have an immediate family member who is an executive officer or employee of HHTN or who holds a position that has a significant financial relationship with HHTN.

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 Board or Executive Committee.

2. Recusal of Self - Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. 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 Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board or Executive 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 Board or Executive 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 Board or Executive Committee shall determine whether HHTN 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 Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in HHTN'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.

5. Violations of the Conflicts of Interest Policy

a. If the Board or Executive 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 Board or Executive 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 - Records of Proceedings

The minutes of the 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 Board's or Executive 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 Board who receives compensation, directly or indirectly, from HHTN 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 HHTN for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from HHTN, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

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

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

4. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

5. To ensure HHTN 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 (if reasonably available), and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to HHTN's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VII - Use of Outside Experts

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

Certification

Ned Shaffner, pending vote, President of HEADIN HOME OF TN, INC., and April Shaffner, pending vote, Secretary of HEADIN HOME OF TN, INC., certify that the foregoing is a true and correct copy of the Conflict of Interest Policy of the above-named organization, duly adopted by the initial Board of Directors on May 12, 2022.

By: _____
Ned Shaffner, pending vote, President

Date: _____

By: _____
April Shaffner, pending vote, Secretary

Date: _____

Headin Home of TN, Inc. ("HHTN")
Director and Officer Annual Conflict of Interest Statement

1. Name: _____ Date: _____

2. Position:

Are you a voting Director? Yes () No ()

Are you an Officer? Yes () No ()

If you are an Officer, which Officer position do you hold:

_____.

3. I affirm the following:

I have received a copy of the Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that HHTN is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes.
_____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with HHTN?

Yes () No ()

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes () No ()

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with HHTN? Yes () No ()

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes () No ()

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes () No ()

a. If you are not independent, why?

Date: _____

Signature of Chair/President or Director

Headin Home of TN, Inc.

Multi-Program Multi-Grant Line-Item Budget Program Year 2021: May 1, 2022 - June 30, 2022

Revenue	Projected	Actual	Notes
Grants	\$-	\$-	
Individual Donations	\$1,000.00	\$1,000.00	Shaffner donation to open HHTN bank account
Interest Income	\$-	\$-	
Miscellaneous	\$-	\$-	
Total Cash Revenue	\$ 1,000.00	\$ 1,000.00	
In-Kind		\$-	
Executive Director	\$8,000.00	\$-	\$1,000/wk x 8 wks
Budget & Grants Manager	\$8,000.00	\$-	\$1,000/wk x 8 wks
Board of Director's	\$5,000.00	\$-	\$50/hr x 10 hours
Occupancy (rent and utilities)	\$459.35	\$-	
Total in-kind Revenue	\$21,459.35	\$-	
Total Revenue	\$ 22,459.35	\$ -	
Expenses	Projected	Actual	Notes
Staff salary			
Executive Director	\$-	\$-	
Budget & Grants Manager	\$-	\$-	
Insurance	\$-	\$-	
Bank Fees	\$-	\$-	
Legal, accounting	\$-	\$-	
Equipment	\$-	\$-	
Supplies	\$-	\$-	
Printing and copying	\$-	\$-	
Telecommunications	\$-	\$-	
Travel and meetings	\$-	\$-	
Marketing and advertising	\$-	\$-	
Staff training/development	\$-	\$-	
Contract services	\$-	\$-	
Emergency Housing	\$-	\$-	
Emergency Veterenary Fees	\$-	\$-	
Emergency Dental Care	\$-	\$-	
Other	\$-	\$-	
Total Cash Expenses	\$ -	\$ -	
In-kind list item	\$-	\$-	
Total in-kind expenses	\$ -	\$ -	
Total Expenses	\$ -	\$ -	
Cash Revenue over Cash Expenses	\$ 1,000.00	\$ -	

Headin Home of TN, Inc.
Multi-Program Multi-Grant Line-Item Budget
Program Year 2022 July 1, 2022 - June 30, 2023

Revenue	Projected	Actual	Notes
Grants	\$198,950.00	\$-	100% Grant Funded
Individual Donations	\$500.00	\$-	
Corporate Contributions/Sponsorships	\$500.00	\$-	
Fees or donation for services	\$50.00	\$-	Speaking/Testimony
Sales	\$-	\$-	
Fundraisers and events	\$-	\$-	
Endowment	\$-	\$-	
Interest Income	\$-	\$-	
Miscellaneous	\$-	\$-	
Total Cash Revenue	\$ 200,000.00	\$ -	
In-Kind	\$2,000.00	\$-	Flashdrives, backpacks, etc.
Executive Director	\$40,000.00	\$-	\$1,000/wk
Budget & Grants Manager	\$40,000.00	\$-	\$1,000/wk
Board of Director's	\$2,800.00	\$-	\$50/hr x 7 x 8 hours/yr
Occupancy (rent and utilities)	\$2,896.38	\$-	
Total in-kind Revenue	\$ 87,696.38		
Total Revenue	\$ 287,696.38	\$ -	
Expenses	Projected	Actual	Notes
Contract Staff			
Executive Director	\$10,000.00	\$-	\$1,000/wk x 50 wks
Budget & Grants Manager	\$10,000.00	\$-	\$1,000/wk x 50 wks
Total Staffing	\$ 20,000.00	\$ -	
Operating Costs			
Bank Fees	\$100.00	\$-	
Legal, accounting	\$3,000.00	\$-	Accountant, Taxes, Audit Services
Equipment	\$200.00	\$-	
Supplies	\$500.00	\$-	
Printing and copying	\$1,000.00	\$-	Resource Information, Board Packets
Travel and meetings	\$1,000.00	\$-	
Marketing and advertising	\$200.00	\$-	
Staff training/development	\$1,000.00	\$-	BGM - Grant online training webinars
Contract services	\$50.00	\$-	
Candid Foundation Directory	\$1,499.00	\$-	Annual Subscription
Total Operating Costs	\$8,549.00	\$-	
Programs			
Reentry Housing	\$10,000.00	\$-	10 RSM Men's Program, \$1,000 each
Reentry Transitional Items	\$10,000.00	\$-	
Emergency Housing	\$10,000.00	\$-	
Emergency Veterenary Fees	\$5,000.00	\$-	
Rescue Dog	\$2,000.00	\$-	dog food, other items as needed
Emergency Dental Care	\$2,000.00	\$-	
Program Books	\$1,000.00	\$-	
Program Equipment	\$2,000.00	\$-	ex:TV for youth faith-based program
Emergency Food	\$2,000.00	\$-	
Work/Interview Attire	\$500.00	\$-	
Recovery Retreats	\$500.00	\$-	
Kiaros Sponsorship	\$400.00	\$-	
Transportation to Services	\$10,000.00	\$-	
Other Program Related Expenses	\$50,000.00	\$-	
Total Program Expenses	\$105,400.00	\$-	
Total Cash Expenses	\$133,949.00	\$-	
Cash Revenue over Expenses	\$ 66,051.00	\$ -	Carryover