

STATE OF TENNESSEE
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HERBERT H. SLATERY III
ATTORNEY GENERAL AND REPORTER

November 26, 2018

SENT VIA US MAIL

National Association of Christian Athletes
John R. Ballinger, III
370 Fort Bluff Camp Road
Dayton, TN 37321-6459

RE: 2016 Transfer of Fort Bluff Camp Property to Bryan College

Dear Mr. Ballinger:

Our office has received information related to the transfer of Fort Bluff Camp by the National Association of Christian Athletes (NACA) to Bryan College in 2016. The Tennessee Nonprofit Corporation Act, Tenn. Code Ann. §§ 48-51-101, *et seq.* (the "Act"), gives the Attorney General broad authority to act in the public interest with respect to nonprofits. This Office is charged with oversight over nonprofit corporations operating in Tennessee and their assets. This Office is also charged with reviewing transactions involving "substantially all" of a nonprofit's assets. Pursuant to Tenn. Code Ann. § 48-65-105, however, the Act does not authorize this Office to regulate the organization or internal affairs of a foreign corporation authorized to transact business in Tennessee.

The information provided indicates that NACA is a nonprofit that is legally domiciled in Delaware. Therefore, our Office does not have jurisdiction to review or take action regarding the transfer of the Fort Bluff Camp to a Tennessee nonprofit, or including the alleged unfairness or unlawfulness of the transaction. You may want to contact the Delaware Attorney General's Office regarding the transfer of the Fort Bluff Camp, as it involves a transfer of assets by a Delaware nonprofit corporation.

In the event Bryan College, a Tennessee nonprofit, intends to sell or otherwise dispose of the Fort Bluff Property, such transaction may be subject to review by our Office pursuant to Tenn. Code Ann. § 48-62-102(g).

If you have any questions, please contact me at (615) 532-5510 or my paralegal, Candace Wainscott, at (615) 741-5573.

Sincerely,



Anna Waller
Assistant Attorney General