

ARTICLES OF INCORPORATION of Songmakers Inc.--a non profit corporation

Revised-1980

ONE: The name of this corporation is SONGMAKERS, INC.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Law of the State of California for public and charitable purposes.

THREE: The purposes for which the corporation is formed are as follows:

(1) To operate exclusively for charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, (i) by engaging directly in the support of such purposes and (ii) by making distribution to other organizations for use, by the distributees, in support of such purpose.

(2) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

(3) To improve and develop the capabilities of the individual members of this corporation in the understanding, performance and creation of folk music through the rediscovery and preservation of the American heritage in folklore and music.

(4) To instruct and educate the community as to the values and importance of folk music as a part of the cultural heritage of the United States.

(5) To inform, instruct and educate the public regarding all phases of folk music as a part of the cultural heritage of the United States.

(6) To preserve and perpetuate the traditions of the American heritage in folk music and folklore by stimulating and assisting the members of this corporation in the creation of new music and art in these fields.

(7) To disseminate to the members of the corporation materials, literature and recordings which will assist the individual members in improving and developing their capabilities with respect to folk music.

FOUR: The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1954, or (2) as a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954.

FIVE: No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officer, or other private person, 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 Article THREE hereof.

SIX: No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except to the extent authorized by section 501(i) of the Internal Revenue Code of 1954 during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by that statutory provision); nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

SEVEN: The corporation shall not operate for the purpose of carrying on a trade or business for profit.

EIGHT: Upon the dissolution of the corporation, the board of directors, after making provision for the payment of all the liabilities of the corporation, shall arrange for the distribution of all of the assets of the corporation exclusively for the tax exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, as the board of directors may determine, and if required by state law, subject to an order of a Judge of the Superior Court of the State of California. Any of such assets not so distributed within a reasonable period of time after the dissolution of the corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation was last located, exclusively in such manner as in the judgement of such court will best accomplish the purposes for which the corporation was organized.

NINE: All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provision of future United States Internal Revenue Laws).

TEN: The corporation shall be operated by a board of directors, the number of which is to be no more than twenty-five and no less than three.

ELEVEN: The directors of the corporation are to be elected by the members as provided in the by-laws. Such directors shall hold office for one year, or such other period as the by-laws shall establish, or until their successors are duly elected and qualified.

TWELVE: The county of this state in which the principal office for the transaction of business of this corporation is located is Los Angeles County.

THIRTEEN: The names and address of the person who are to act in the capacity of directors of this corporation until the election of their successors are as follows:

(followed by 16 original directors of corp --

dated 13 day of March, 1964)