

ARTICLES OF INCORPORATION

OF

THE LAMB ABBEY ART SOCIETY, INC. (THE LAMB ABBEY)

The undersigned, a natural person of the age of majority and a resident of the State of Vermont, acting as the incorporator of a nonprofit corporation under the Vermont Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1

Name

_____The name of the corporation is THE LAMB ABBEY ART SOCIETY, Inc. (the “Corporation”).

ARTICLE 2

Period of Duration; Public Benefit Corporation

The period of duration of the Corporation is perpetual. The Corporation is a public benefit corporation.

ARTICLE 3

Purpose

The Corporation is organized exclusively for charitable, religious and educational 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 of 1986, as amended (the “Code”) or the corresponding provision of any future United States internal revenue law), including primarily, but not limited to:

- (a) Service to the Central Vermont area by providing access to theatrical and performance arts studio space, the production of or publicity concerning performing arts events; the creation, production, post production, publication, publishing and distribution of media, the development and enhancement of music, theater and performance arts education, public awareness of the performing arts, and the extension of resources and talent to other organizations and to the public at large, consistent with the

Corporation's goals and purposes;

- (b) Providing grants to:
 - (i) provide assistance to individuals seeking to develop skills in the performing arts; and
 - (ii). Facilitate participation in the performing arts;
- (c) Have and exercise to the extent necessary or desirable for accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the purposes of the corporation and the limitations imposed by Section 501(c)(3) and 509(a)(3) of the Code, any and all powers conferred upon not-for-profit corporation by the Vermont Non-Profit Corporation Act.

ARTICLE 4

Restrictions Against Private Benefit, Lobbying, etc.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, 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 distribution in furtherance of its corporate purposes. 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 any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). 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 Code (or the corresponding provision of any future United States internal revenue law); or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE 5

Disposition of Assets upon Dissolution

_____ Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively to one or more music related educational or

non-profit music facilities or to a successor thereto, provided that at the time it is an exempt organization under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or to one or more institutions, organizations or corporations as shall at that time be an exempt organization or organized under Section 501(c)(3) of the Code (or corresponding provisions of any future Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the State of Vermont Washington County Superior Court, exclusively for such purposes or to an organization or organizations organized and operating exclusively for such purposes, all as such Court shall determine. No member, trustee or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

ARTICLE 6

Provisions to Apply if the Corporation is Deemed to be a Private Corporation

_____ For any taxable year during which the Corporation is determined to be a private Corporation under the Code, the following restrictions shall apply: (i) the Corporation will distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; (ii) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) the Corporation will not make any investments in a manner so as to subject it to tax under Section 4944 of the Code; and (v) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 7

Initial Registered Office and Initial Registered Agent

_____ The address of the initial registered office of the Corporation is 65 Pioneer Center, Montpelier, Vermont 05602, and the name of its initial registered agent at such address is Duffy Gardner.

ARTICLE 8

Members

Membership in the Corporation is open to all natural persons who demonstrate an interest in the advancement of the performing arts who subscribe to these Articles. Conditions and classes of membership shall be established by the Board of Directors.

ARTICLE 9
Directors

The Board of Directors of the Corporation shall consist of no less than three (3) nor more than five (5) members, whose election and terms of office shall be as set forth in the By-Laws of the Corporation.

ARTICLE 10
Amendment of Articles

_____An amendment to these Articles of Incorporation must be approved by the members as provided in the By-Laws of the Corporation.

ARTICLE 11
Incorporator

The name and address of the incorporator is: Duffy Gardner, c/o The Lamb Abbey, 65 Pioneer Center, Montpelier, Vermont 05602.

Dated at Montpelier, County of Washington and State of Vermont, this _____ day of May, 2009.

S / DUFFY GARDNER

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