

ARTICLES OF INCORPORATION

OF

THE AMERICAN FOLK CHOIR RESOURCE CENTER, INC.

A NON-PROFIT CORPORATION

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act, VA CODE ANN. §§ 13.1-801 – 13.1-944 (the "Act"), hereby certifies:

FIRST: The name of the Corporation is The American Folk Choir Resource Center, Inc.

SECOND: The Corporation shall not have any members.

THIRD: At each annual meeting of the Board of Directors of the Corporation, the directors then in office shall elect directors, each director to hold office for a term of one year until the next annual meeting of the Board, or until their successors are elected and qualify.

FOURTH:

- A. The address of the initial registered office of the Corporation is 800 S. Washington Street, Alexandria, VA 22314. The name of the initial registered agent of the Corporation at that office is Tom Parker, who is an initial director of the corporation and a resident of Virginia.
- B. The registered office is located in the CITY OF ALEXANDRIA.

FIFTH: The names and address of the individuals who are to serve as the initial directors of the Corporation until the first annual meeting of the Board of Directors or until their successors are elected and qualify are as follows:

Name	Address
Tom Parker	800 South Washington St. Apt. B106 Alexandria, VA 22314
Robert McIntire	304 Meadow Lane, SW Vienna, VA 22180
Virginia Gerner	4403 Wakefield Drive Annandale, VA 22003

SIXTH: The Corporation shall be operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). The purposes for which the Corporation is formed are (a) to establish the American Folk Choir, a performing organization; (b) to offer other concerts and workshops to the general public pertaining to the "Folk Choir" style of music; (c) to assemble and make available to the public a Library and Archive of materials pertaining to "Folk Choir" music; (d) to publish educational recordings and sheet music; (e) to maintain a web site of information and resources relating to "Folk Choir" music; (f) to foster the cause of music education for young people involved in folk choirs, and (g) to do everything necessary, proper, advisable or convenient for the accomplishment of the Corporation's purposes and goals and to do all other things incidental to them or connected to them that are not forbidden by these Articles of Incorporation, by the Act, or by any other law.

In furtherance of such purposes, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same and apply the income and principal thereof, as the Board of Directors may determine from time to time, either directly or through contributions to any charitable organizations, exclusively for charitable, scientific or education purposes, and engage in any lawful act or activity for which corporations may be organized under the Act.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article SIXTH.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501 (h) or the Code and in any corresponding laws of the Commonwealth of Virginia.) The Corporation shall not participate or intervene in, or publish or distribute any statements concerning, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, directly or indirectly, (i) carry on any activity that would prevent it from obtaining exemption from federal income taxation as an organization described in § 501(c)(3) of the Code; (ii) carry on any activity that would cause it to lose such exempt status; or (iii) carry on any activity not permitted to be carried on by an organization, contributions to which are deductible under § 170(c)(2) of the Code.

EIGHTH: In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making

provision for the payment of all liabilities and obligations of the Corporation and for all necessary expenses of the Corporation, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under § 501(c)(3) of the Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer of the Corporation, or any private individual.

NINTH: To the fullest extent permitted by the Act, as now in effect or as may be amended in the future, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by, or in the right of, the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party be reason of being, or having been, an officer or director of the Corporation; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in § 501(c)(3).

TENTH: During such period, or periods, of time as the Corporation is treated as a private foundation pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation this 16 th Day of August, 2000.

Incorporator:

Tom Parker