

Articles of Incorporation Colorado Bluegrass Music Society

The undersigned person acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation.

FIRST: Name of the corporation is Colorado Bluegrass Music Society.

SECOND: The period of duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FOURTH: The address of the initial registered office of the corporation in Colorado is 518 17th Street, Suite 700, Denver, Colorado 80202 and the name of its initial registered agent at such address is J. David Arkell.

FIFTH: The address of the principal office is 17506 East Prentice Circle, Aurora, Colorado 80015.

SIXTH: The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are: NAME ADDRESS Ralph Haynie (see original) Herman Chapman (see original) Loretta J. Phipps (see original) Robert Price (see original) Ronny Walker (see original)

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 distributions in furtherance of the purposes set forth in Article Third hereof. 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

EIGHTH: Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located in the State of Colorado exclusively for such purposes or to such organization or organizations, as said District Court shall determine, which are organized and operated exclusively for such purposes.

INCORPORATOR:

(original signed by) By J. David Arkell **STATE OF COLORADO**)

(ss. **CITY AND COUNTY OF** Denver, CO)

The foregoing instrument was acknowledged before me this 6th day of July, 1983, by J. David Arkell as incorporator of the Colorado Bluegrass Music Society. In witness whereof I have hereunto set my hand and seal. My commission expires: 4-13-85

(original signed and stamped by) Corina S. Carter, Notary Public

Address: 518 17th Street, Suite 700, Denver, CO, 80202