

FILED
In the Office of the
Secretary of State of Texas

MAR 26 1991

Corporations Section

**ARTICLES OF INCORPORATION
OF
Fredericksburg Music Club, Inc.**

We, the undersigned and natural persons, at least 2 of whom are citizens of the state of Texas, and who are of the age of 18 years or more, acting as incorporators of a corporation under the Texas Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Fredericksburg Music Club, Inc.

ARTICLE II. NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE III. DURATION

The period of its duration is perpetual.

ARTICLE IV. PURPOSES

The purpose or purposes for which the corporation is organized are as follows, including, but not limited to:

1. To foster and promote music and music appreciation in the community of Fredericksburg, Texas.
2. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to

organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

3. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by applicable provisions of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent provisions of any subsequent federal tax laws.

6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any investments in such manner as to subject to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

10. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V. RESTRICTIONS AND REQUIREMENTS

No part of the net earnings of the nonprofit corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensations and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation's primary purpose shall not be used for the promotion of propaganda including, but not limited to, lobbying or influencing legislation and the corporation, however, may engage in legislative activities to the extent permitted by law. Furthermore, the corporation shall not engage in activities which are disallowed under Section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or may be hereinafter amended. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized solely for nonprofit purposes.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to another nonprofit organization engaged in similar activities and with similar purposes after all liabilities and obligations have been paid in full and are discharged and all assets subject to a condition upon transfer are conveyed according to said condition.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is P. O. Box 72, Fredericksburg, Texas 78624, and the name of its initial registered agent at such address is Susan Rees.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is seven, and the names and addresses of the persons who are to serve as the initial directors are:

Frances Gibson
809 West Travis Street
Fredericksburg, Texas 78624

Edwin W. Gibson, Sr.
809 West Travis Street
Fredericksburg, Texas 78624

Bobbye Sawatzky
210 South Columbus Street
Fredericksburg, Texas 78624

Elizabeth Conflitti
HC 60, Box 109
Fredericksburg, Texas 78624

Christine Zeitler
1324 Bob Moritz Drive
Fredericksburg, Texas 78624

Susan Rees
P. O. Box 72
Fredericksburg, Texas 78624

Erna Dietel Heinen
706 West Travis Street
Fredericksburg, Texas 78624

ARTICLE VIII. INCORPORATORS

The name and street address of each incorporator is:

Frances Gibson
809 West Travis Street
Fredericksburg, Texas 78624

Susan Rees
P. O. Box 72
Fredericksburg, Texas 78624

Christine Zeitler
1324 Bob Moritz Drive
Fredericksburg, Texas 78624

In witness whereof, we have hereunto set our hands, on
March 25, 1991.

Frances Gibson
FRANCES GIBSON

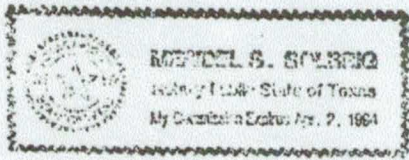
Susan Rees
SUSAN REES

Christine Zeitler
CHRISTINE ZEITLER

THE STATE OF TEXAS §

COUNTY OF GILLESPIE §

I, the undersigned, a Notary Public, do hereby certify that on this the 25th day of March, 1991, personally appeared before me, FRANCES GIBSON, SUSAN REES, and CHRISTINE ZEITLER, known to me to be the persons whose names are subscribed to the foregoing document, and, being by me first duly sworn, declared that the statements contained therein are true and correct.



Mercedes S. Salvo
Notary Public, State of Texas

AUG 02 1991

ARTICLES OF AMENDMENT
BY THE BOARD OF DIRECTORS TO
THE ARTICLES OF INCORPORATION OF
Fredericksburg Music Club, Inc.

Corporations Section

Pursuant to the provisions of Article 1396-403 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

I.

The name of the corporation is Fredericksburg Music Club, Inc.

II.

The following amendments to the Articles of Incorporation dated March 25, 1991, were adopted by a majority vote of the Directors in office of the corporation on July 8, 1991, there being no members having voting rights.

The amendment deletes all of Article IV.1. of the original Articles of Incorporation. The part that is deleted reads as follows: 1. To foster and promote music and music appreciation in the community of Fredericksburg, Texas.

The amendment adds the following words to Article IV.1. so that Article IV.1 as amended now reads as follows:

1. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

The amendment deletes all of Article IV.9. of the original Articles of Incorporation. The part that is deleted read as follows: 9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

The amendment adds the following words to Article IV.9. so that Article IV.9. as amended now reads as follows:

9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

The amendment deletes all of Article IV.10. of the original Articles of Incorporation. The part that is deleted read as follows: 10. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations

The amendment adds the following words to Article IV.10. so that Article IV.10. as amended now reads as follows:

10. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

III.

The amendment deletes all of the first paragraph of Article V. of the original Articles of Incorporation. The part that is deleted read as follows: 1. No part of the net earnings of the nonprofit corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensations and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation's primary purpose shall not be used for the promotion of propaganda including, but not limited to, lobbying or influencing legislation and the corporation, however, may engage in legislative activities to the extent permitted by law. Furthermore, the corporation shall not engage in activities which are disallowed under Section 501(c)(4)

of the Internal Revenue Code and its regulations as they now exist or may be hereinafter amended. the corporation is organized pursuant to the Texas Non-Profit corporation Act and does not contemplate pecuniary gain or profit and is organized solely for nonprofit purposes.

The amendment adds the following words to the first paragraph of Article V. so that Article V. as amended now reads as follows:

1. No part of the net earnings of the nonprofit corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensations and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation's primary purpose shall not be used for the promotion of propaganda including, but not limited to, lobbying or influencing legislation and the corporation, however, may engage in legislative activities to the extent permitted by law. Furthermore, the corporation shall not engage in activities which are disallowed under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may be hereinafter amended. The corporation is organized pursuant to the Texas Non-Profit

Corporation Act and does not contemplate pecuniary gain or profit and is organized solely for nonprofit purposes.

Frances Gibson
FRANCES GIBSON, President

Susan Rees
SUSAN REES, Secretary

THE STATE OF TEXAS §

COUNTY OF GILLESPIE §

I, the undersigned, a Notary Public, do hereby certify that on August 1st, 1991, personally appeared before me, FRANCES GIBSON, who declared that she is the President of the corporation executing the foregoing document, and SUSAN REES, SECRETARY, who declared that she is the Secretary of the corporation executing the foregoing document, and being known to me to be the persons whose name are subscribed to the foregoing documents and by me first duly sworn, acknowledged that they signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true and correct.

In witness whereof, I have hereto set my hand and seal of office on the day and year set forth above.

Tessa Welch
Notary Public, State of Texas

