

ARTICLES OF INCORPORATION
OF
CHEYENNE GUITAR SOCIETY, INC.

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FIRST: The undersigned, Laurence Breslin, whose street address is 1514 Carey Avenue, Cheyenne, Wyoming 82001, being over eighteen (18) years of age and acting as incorporator, hereby forms a public benefit corporation under the 1992 Wyoming Nonprofit Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is CHEYENNE GUITAR SOCIETY, INC.

THIRD: The period of its duration is perpetual.

FOURTH: The Corporation is organized and shall be operated exclusively as a non-stock charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or may hereafter be amended (collectively, the "Internal Revenue Code") for the following purposes:

- (a) To promote awareness of the guitar as an art form;
- (b) To organize guitar concerts and recitals in the Cheyenne area for local national and international talent;
- (c) To organize master classes for guitar students and audiences;
- (d) To institute and organize guitar performances for local schools and retirement communities; and
- (e) To publish a guitar newsletter which will provide an information center to

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members and local school music departments and libraries.

FIFTH: The entire organization and control of the business affairs of the Corporation shall be managed by its Board of Directors which shall be elected in accordance with the bylaws of the Corporation and shall consist of not less than three (3) directors but not more than twelve (12) directors. The initial Board of Directors shall adopt bylaws and shall serve until the first annual meeting of the Corporation or until their successors are elected. The names and addresses of the initial directors are:

Russell I. Williams, Jr.
3740 McComb Avenue
Cheyenne, WY 82001

Laurence Breslin
1514 Carey Avenue
Cheyenne, WY 82001

Agneta Breslin
9020 Wildflower Drive
Cheyenne, WY 82009

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets, pursuant to a plan adopted by the Directors, to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code, or to the federal government, or to a state or local government (collectively an "Exempt Organization"). Any assets not so disposed of shall be disposed of by the applicable Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan

of distribution, for purposes similar or analogous to the purposes described in Article FOURTH hereof), or to an Exempt Organization or organizations, as determined by such Court, which are organized and operated for such purposes.

SEVENTH: The address of the initial registered office of the corporation is 1514 Carey Avenue, Cheyenne, Wyoming 82001, and the name of the initial registered agent at such address is Laurence Breslin.

EIGHTH: The Corporation shall have no capital stock.

NINTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers, but 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 FOURTH hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code. 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

It is intended that this Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation

and the bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied, and carried out in accordance with such intent.

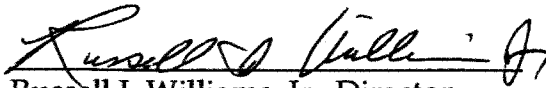
TENTH: The Corporation shall have members.

ELEVENTH: The Board of Directors may amend, alter, or repeal these Articles of Incorporation by the vote of a majority of the directors in office at any meeting of the Board of Directors; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code.

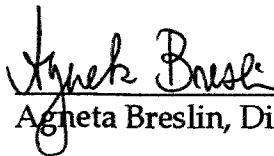
IN WITNESS WHEREOF, the undersigned incorporator and directors have signed these Articles of Incorporation on the 10th day of March, 1996, and have acknowledged the same to be the act of such incorporator and directors.



Laurence Breslin, Incorporator and Director



Russell I. Williams, Jr., Director



Agheta Breslin, Director

**CONSENT TO
APPOINTMENT BY REGISTERED AGENT**

1. I, LAURENCE BRESLIN, voluntarily consent to serve as the registered agent for CHEYENNE GUITAR SOCIETY, INC. on the date shown below.
2. I hereby certify that I am an individual who resides in the state of Wyoming and whose business office is identical with that of the registered office.
3. I know and understand the duties of a registered agent as set forth in the Wyoming Nonprofit Corporation Act.

Dated this 10th day of March, 1996.


Laurence Breslin

1514 Carey Avenue
Cheyenne, Wy 82001