

**ARTICLES OF INCORPORATION
OF
CHORALNET, INC.**

Executed by the undersigned, whom is of the age of majority, for the purpose of reforming a South Dakota business corporation under Title 47 of the South Dakota Codified Laws.

I.

The name of the Corporation is: ChoralNet, Inc.

II.

The Corporation shall have perpetual duration.

III.

The Corporation is organized pursuant to the provisions of the South Dakota Nonprofit Corporation Code and is organized and shall be operated exclusively for charitable or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code"), and for the following purposes:

- (a) As its primary purpose, to promote musical and music education activities for the charitable purpose of benefiting the public through the organization, management, maintenance, operation and control of internet services or through any similar or subsequent technological means;
- (b) To advance the charitable purpose of the enjoyment, understanding, appreciation, and awareness of choral music among the public and to assist in the education of choral music professionals, students, choral singers and the public through digital communications over the internet and any similar or subsequent technological means primarily for the benefit of the public;
- (c) To provide a forum for public discussion groups, panels, and online lecture material in order for the public to engage in networking with the global choral music community primarily for the benefit of the public through digital communications over the internet and through any similar or subsequent technological means; and

- (d) To create and provide access to digital data and resources useful to the global musical and educational professions and beneficial to the public in the areas of choral music and related fields of study and endeavor.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of South Dakota and the objects and purposes herein set forth, it is expressly provided that to such extent as a nonprofit corporation organized under the South Dakota Nonprofit Corporation Code may now and hereafter lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation; and in general to do any and all things and exercise any and all powers, rights, privileges which a non-profit corporation may now or hereafter be authorized to do or exercise under the South Dakota Nonprofit Corporation Code or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Notwithstanding any provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

- (1) The Corporation shall not conduct or carry out any activities not permitted to be conducted or carried on (1) by an organization exempt from federal income taxation under section 501(c)(3) of the Code, or (2) by an organization that contributions to which are deductible under sections 170, 642, 2055, or 2522 of the Code.
- (2) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the corporation furthering one or more of its objects and purposes), and no directors or officer of the Corporation or any private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (3) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication

or distribution of statements) any political campaign on behalf of any candidate for public office.

IV.

Notwithstanding any other provision to these Articles of Incorporation, if the Corporation is at any time a private foundation as that term is defined in section 509 of the Code, the following provisions shall apply:

The Corporation shall distribute the minimum required income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by section 4942 of the Code, and the balance of such distributed income shall be accumulated.

The Corporation shall not engage in any act of self-dealing, as defined in section 4941(d) of the Code.

The Corporation shall not retain any excess business holdings, as defined in section 4943(c) of the Code.

The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

The Corporation shall not make taxable expenditures, as defined in section 4945(d) of the Code.

V.

The Corporation will not have members and therefore no classification of members.

VI.

The Directors of the Corporation shall be elected in the manner and for such terms as set forth in the Bylaws of the Corporation.

VII.

In the event of the dissolution of this Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to another organization organized and operating for the same purposes for which this Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which shall be selected by the Board of Directors of the Corporation. Provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of section 501(c)(3) of the Code, and shall be described in section 170(c)(2) of the Code or the corresponding provisions for any subsequent law. In the event that for any reason upon dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, dissolution shall be done in accordance with the South Dakota law for involuntary dissolutionment by court decree

VIII.

These Articles may be amended in the manner authorized by law at the time of amendment.

IX.

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, the Restated Articles of Incorporation have been duly adopted as required by law, and the Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

X.

On the ___ of July, 2000, a meeting of the Board of Directors of ChoralNet, Inc. was held during which the Restated Articles of Incorporation were adopted. A quorum was present at such meeting, and the Restated Articles received at least a majority of the votes entitled to be cast by Directors present or represented by proxy at such meeting.

Executed in duplicate on this _____ day of _____, 2000.

CHORALNET, INC.

By: _____
James D. Feiszli

