

Articles of Incorporation  
of  
Metrolina Theatre Organ Society

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under the laws of the State of North Carolina.

1. The name of the corporation is METROLINA THEATRE ORGAN SOCIETY.
2. The Corporation is a charitable or religious corporation within the meaning of N.C.G.S. § 55A - 1-40(4).
3. The address of the initial registered office of the corporation in the State of North Carolina is 4146 Sheridan Drive, Charlotte, Mecklenburg County, North Carolina 28205 and the name of its initial registered agent is John Apple.
4. The street address and mailing address of the principal office of the corporation is 4146 Sheridan Drive, Charlotte, Mecklenburg County, North Carolina 28205.
5. The name and address of the incorporator are Karen Hite Jacob, 2516 East Fifth Street, Charlotte, North Carolina, 28204.
6. The corporation will have members the qualifications and rights of the members are provided for and set forth in the corporation's Bylaws.
7. 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code) as the Board of Directors shall determine or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.
8. The purposes for which the corporation is organized are charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Code. Specifically, the purpose of the corporation is to preserve the tradition of the theatre pipe organ, and to promote public education and understanding of the instrument and its music. Toward this end, the corporation may own theatre pipe organs and the buildings that house them and all investments and capital assets related thereto, and the corporation may also elect to develop and administer formal development, marketing, and public relations programs for the corporation; and the corporation may also elect to establish annual giving programs, long-range endowment programs, and conduct such capital campaigns as the corporation may from time to time require.

Prohibited Activities:

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable 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 purposes in these articles of incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code

9. The number, qualification and terms of all directors shall be determined in the manner provided in the Bylaws. The number of persons on the initial Board of Directors shall be five (5), and the persons serving on the initial Board of Directors shall be as follows:

John Apple  
4146 Sheridan Drive  
Charlotte, NC 28205

James R. Glasgow  
300 East Park Avenue #2  
Charlotte, NC 28203

Karen Hite Jacob  
2516 East Fifth Street  
Charlotte, NC 28204

Paul R. Gelsleichter  
4815 Autumn Leaf Lane  
Charlotte, NC 28277

Charles S. Clayton  
306 Riverton Road  
Matthews, NC 28105

10. To the fullest extent of permitted by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, no person who is serving or has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

11. These articles will become effective upon filing.

This the \_\_\_\_\_ day of \_\_\_\_\_, 1997.

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Karen Hite Jacob, Secretary