

FILED
DEC 28 1995
IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

ARTICLES OF INCORPORATION

OF

HARPING FOR HARMONY FOUNDATION
(a non-profit corporation)

The undersigned, acting as the sole incorporator for the purpose of creating a non-profit corporation under Chapter 31, Article 1, Section 136, et seq. of the West Virginia Code, as amended, adopts the following Articles of Incorporation for such corporation:

- I. The undersigned agrees to become a West Virginia corporation by the name of:

HARPING FOR HARMONY FOUNDATION

- II. The existence of this corporation shall be perpetual.
- III. The purposes for which this corporation is organized shall be to promote harmony and community, locally and globally, through sharing of traditional and new music, especially featuring the harp, and to engage in other non-profitable, educational, charitable and cultural activities consistent with the provisions of Section 501(c) of the Internal Revenue Code of 1954, as amended, and to do any and all lawful things, and to enter into any agreements and contracts necessary, helpful, useful or convenient in the accomplishment of any of the aforesaid purposes and objectives of this corporation.
- IV. The principal office of this corporation shall be at 428 VanGilder Avenue, Morgantown, West Virginia 26505. The name and address of the appointed person to whom notice or process may be sent, or service of which is accepted by, the Secretary of State, is John Lozier of 428 Van Gilder Avenue, Morgantown, West Virginia 26505.
- V. The name and address of the incorporator is:

John Lozier
428 VanGilder Avenue
Morgantown, West Virginia 26505

- VI. The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of Board of Directors or members, or until their successors are elected and shall qualify, are as follows:

John Lozier
428 VanGilder Avenue
Morgantown, West Virginia 26505

Dennis Overman
461 Overhill Street
Morgantown, West Virginia 26505

Keith McManus
Route 1, Box 127
Core, WV 26529

The By-laws of this corporation, when adopted by the initial Board of Directors, shall provide for a Board of Directors which may consist of any number of persons provided for in said bylaws, or such number of persons as may be determined from time to time by the Board of Directors or members.

- VII. This corporation is organized as a non-stock, non-profit corporation.
- VIII. The provisions granting, limiting or denying preemptive rights to shareholders is not applicable.
- IX. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- X. The Corporation shall have all the powers granted under the laws of the State of West Virginia. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in subsection Section 501(c) of the Internal Revenue Code of 1954, under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.
- XI. This Corporation is organized exclusively for charitable or educational purposes, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. Notwithstanding any other provision of this document, 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, does hereby make and file these Articles of Incorporation, and has accordingly hereunto set his respective hand this 18th day of December, 1995.

John Lozier
JOHN LOZIER

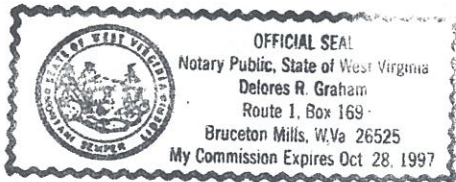
STATE OF WEST VIRGINIA,
COUNTY OF MONONGALIA, To-Wit:

I, DELORES R. GRAHAM, a Notary Public in and for the County and State aforesaid, hereby certify that JOHN LOZIER, whose name is signed to the foregoing Articles of Incorporation, being dated on the 18th day of December, 1995, this day personally appeared before me in my said county and acknowledged his signature to the same.

Given under my hand and official seal this 18th day of December, 1995.

My commission expires: 10/28/97.

[Notarial Seal]



Delores R. Graham
Notary Public

ARTICLES OF INCORPORATION PREPARED BY:

Carl H. Cather, III, Esquire
SPILMAN, THOMAS & BATTLE
990 Elmer Prince Drive, Suite 205
P. O. Box 4474
Morgantown, WV 26504-4474

STATE OF WEST VIRGINIA,
MONONGALIA COUNTY, TO-WIT,

I, THELMA J. GIBSON, Clerk of the County Commission of the County aforesaid, do certify that the aforesaid writing, together with the certificates thereto attached, was this day presented to me in my office, and was admitted to record therein, at 10:32 o'clock A M.

Given under my hand this 10 day of January, 19 96

Thelma J. Gibson, Clerk