

State of California  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG - 6 2005

BRUCE McPHERSON  
Secretary of State

2795225

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**JUL 29 2005**

**ARTICLES OF INCORPORATION**

**FOR**

**THE ACADEMY OF VISUAL AND PERFORMING ARTS FOUNDATION**

I

The name of this corporation is **THE ACADEMY OF VISUAL AND PERFORMING ARTS FOUNDATION**.

II

- A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purpose of this corporation is to engage in any lawful act or activity, subject to the limitations expressed in these Articles of Incorporation or the Nonprofit Public Benefit Corporation Law.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Mark R. Sieke  
4311 Vinton Avenue  
Culver City, CA 90232

IV

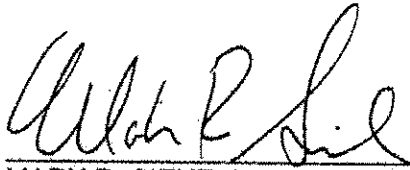
- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, 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.

V

- A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- B. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

VI

- A. The liability of the directors, officers and other agents (as defined in Section 5238(a) of the California Corporations Code) of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.
- B. This corporation is authorized to provide indemnification of the directors, officers and other agents (as defined in Section 5238(a) of the California Corporations Code) of this corporation for breach of duty to the corporation and its members through bylaw provisions or through agreements with such agents, or both, in excess of the indemnification otherwise permitted by Section 5238 of the California Corporations Code, subject to the limits on such excess indemnification set forth in the California Corporations Code.

  
MARK R. SIEKE, Incorporator

