

**Articles of Incorporation
of
Modesto Sound**

FILED *RF*
in the office of the Secretary of State
of the State of California

JUN 14 2012

ONE: The name of this corporation is Modesto Sound.

TWO: 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. The specific purposes for which this corporation is organized are to raise funds to enable at-risk youth in our area to create music and artistic media. The corporation structure and purpose is being set up for non-profit charitable reasons. It is to improve our community and give a safe, fun, and artistic activity to youth and young adults that increases their self esteem and improves their chances at becoming successful members of society. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Brenda Francis, GHS Building B, 3701 Pirrone Road, Modesto CA 95356.

FOUR: (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) 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, or in opposition to, any candidate for public office.

FIVE: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, 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) of the Internal Revenue Code.

Brenda Francis
Brenda Francis, Incorporator

6-13-12
Date