

ARTICLES OF INCORPORATION OF

Boyle Heights Arts Conservatory

A California Nonprofit Public Benefit Corporation

Article I

The name of this corporation is Boyle Heights Arts Conservatory ("Corporation").

Article 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 educational purposes. *The specific purpose of this Corporation is to provide arts and music education to youth and the community.*
- B. This Corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article III

The name and address in the State of California of this Corporation's initial agent for service of process is
Frank Acevedo, 2708 Cesar E Chavez Avenue Los Angeles, CA 90033

Article IV

This Corporation shall have no members.

Article V

- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in 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.
- B. Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- C. *Notwithstanding any other provision of these articles of incorporation or other governing instrument of this Corporation, during such period or periods, of time, if any, as this Corporation is treated as a "private foundation" pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed at such time and in such manner so as not to subject this Corporation to tax under Section 4942 of the Code and (ii) this Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject this Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).*

Article VI

- A. The property of this Corporation is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. Upon the dissolution or winding up of this 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 arts and/or music education purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

Date: **May 24, 2010**

[Signature] _____
[Frank Acevedo], [Incorporator]