

STATE OF COLORADO

DEPARTMENT OF STATE

CERTIFICATE

I, MARY ESTILL BUCHANAN, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO THE UPSTART CROW, INC., A NONPROFIT CORPORATION.

s/ Mary Estill Buchanan
DATED June 22, 1981

Secretary of State

{NOT FOR PROFIT}
{119}

NON-PROFIT ARTICLES OF INCORPORATION OF
THE UPSTART CROW, INC.

ARTICLE I

The name of this corporation is The Upstart Crow, Inc. and its duration is perpetual.

ARTICLE II

The place in this State where the principal office of the corporation is to be located is the City and County of Boulder, Boulder, Colorado. Registered office and registered agent: Joan Kuder Bell, 2131 Arapahoe, Boulder, Co. 80302

ARTICLE III

1. The objects and purposes for which this corporation is created are:

(a) In general, this corporation is organized and shall be operated exclusively for cultural or literary purposes. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf; and for such purpose it may solicit and receive funds and other property, real, personal and mixed, and interest therein, by gift, transfer, devise, or bequest, and invest, reinvest, hold, manage, administer, expand and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any member, director, or officer of the corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, nor shall it engage in subversive or un-American activities; nor shall it engage in any political campaign relating to the candidacy of any person or otherwise.

(b) Specifically (but in no way to be deemed contrary to or in addition to the general purposes set forth in Section (a) of this Article III), this corporation shall contribute to the advancement of legitimate theatre arts within the community by providing the means for interested persons to participate in the creative and management aspects of theatre for the cultural enrichment and recreation of all participants and the entertainment of the general public.

2. The powers exercisable by this corporation are:

(a) To contract services and to own, lease, rent, buy, or otherwise acquire necessary property and equipment, including all types of play production property and equipment.

(b) To sell tickets to performances of plays produced by the corporation to the general public at a cost sufficient to cover costs enumerated in Section 2. (a) of Article III, and consistent with the objects and purposes of said corporation.

(c) To charge such annual membership fees for members of the corporation as shall be determined by the Board of Directors, provided that such fees shall be consistent with Paragraph (b) of this Article in covering costs.

(d) To exercise any powers, not inconsistent with its object and purposes and the limitations thereon, permitted by law which are useful or convenient to the realization of its objects and purposes.

ARTICLE IV

Upon the dissolution of the corporation: (a) assets shall be distributed by the Board of Directors to the Nomad Players, Inc., a non-profit tax exempt corporation under 501 (c) (3); (b) in the event and to the extent, that in the judgment of the Board of Directors, it is not feasible to apply the assets as provided in the foregoing Clause (a), the assets shall be distributed by the Board of Directors only for one or more of the exempt purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended; provided however, that such distribution shall be made only to organizations that are exempt from tax under said Section 501 (c) (3).

ARTICLE V

1. This corporation shall have no capital stock and is composed of members rather than shareholders, and all members shall have equal rights and privileges. For purposes of election of the Board of Directors, members shall be those individuals who have qualified as such according to the bylaws of the corporation .

2. This corporation shall be managed by officers directed by a Board of Directors composed of no more than seven and no fewer than four members. Should a vacancy occur in the membership of the Board of Directors, it shall be filled as provided in the bylaws.

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

Paul C. Ahrens
2990 Glenwood, Apt 1
Boulder, Colorado 80301

Richard Bell
2131 Arapahoe
Boulder, Colorado 80302

Alphonse Keasley, Jr.
2995 Euclid, Apt. 4
Boulder, Colorado 80302

Joan Kuder Bell
2131 Arapahoe
Boulder, Colorado 80302

Bill Grebe
768 1/2 17th Street
Boulder, Colorado 80302

Lorree True Moore
1946 Walnut, Apt F
Boulder, Colorado 80302

4. There shall be a regular annual meeting of the general membership pursuant to notice given the membership by the Board of Directors as provided in the bylaws. The annual meeting shall be for the purpose of electing members of the Board of Directors as required and for any other business that may arise. Special meetings of the membership may be held as provided by the bylaws of the corporation. A quorum for any meeting of the general membership shall be as provided in the bylaws.

IN WITNESS WHEREOF, we have hereunto
subscribed our names this 12th day of May, 1981.

ss// Joan Kuder Bell
Richard Bell
Paul C. Ahrens
Bill Grebe
Lorree True Moore

Boulder County,
State of Colorado

Alphonse Keadley Jr

Ascribed before me this 12th day of May 1981, personally appeared before me: Paul C. Ahrens, Joan Kuder Bell, Richard Bell, Bill Grebe, and Lorree True Moore.

Signed in my presence Ruth H. Morrill
My Commission Expires March 4, 1985