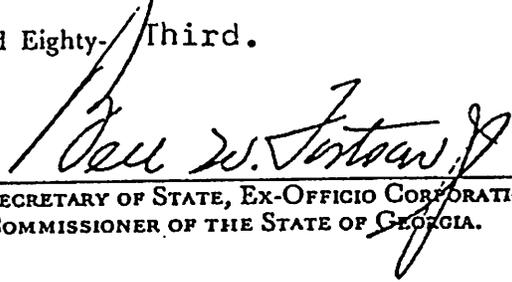


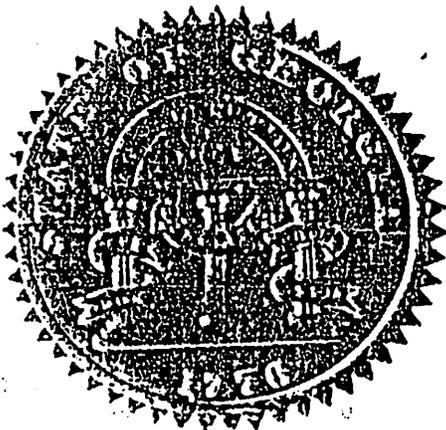
*J. Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the name

"TOWN AND GOWN PLAYERS, INCORPORATED"

is not the name of any other existing corporation now registered in this office, as prescribed by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 17th day of September, in the year of our Lord One Thousand Nine Hundred and Fifty - Eight and of the Independence of the United States of America the One Hundred and Eighty-Third.

  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.



6-164 13791  
G E O R G I A

CLARKE COUNTY

TO THE SUPERIOR COURT OF SAID COUNTY :

H. EDSEL BENSON, JEAN LYONS MATHIS, FAYE L. WELCH, J. EUGENE WELDEN and JAY D. GARDNER, hereinafter called applicants, bring this application for the granting of a charter for a private non-profit corporation for educational and cultural purposes under the Laws of Georgia, and respectfully show to the Court the following facts :

1.

They desire for themselves, their associates and successors, to be incorporated under the name of TOWN AND GOWN PLAYERS, INCORPORATED. The principal office and place of business of said corporation shall be located in Clarke County, Georgia, with the privilege of establishing branch offices and places of business in such other places as may be determined. That attached hereto and made a part hereof is a Certificate of the Secretary of State of Georgia authorizing the use of said name.

2.

The Post Office addresses of applicants are as follows :

H. EDSEL BENSON	Athens, Georgia
JEAN LYONS MATHIS	Athens, Georgia
FAYE L. WELCH	Athens, Georgia
J. EUGENE WELDEN	Athens, Georgia
JAY D. GARDNER	Athens, Georgia

3.

The purpose and object of said corporation is an educational and cultural one and not for individual pecuniary gain to any of the incorporators. The corporation shall have no capital stock. This corporation is formed for such educational and cultural purposes as in the judgment of said corporation will cultivate an appreciation of the various forms of Drama and Dramatic Literature through the production of plays, meetings and educational programs including play direction, stage design as well as any other form that drama may take.

4.

That the corporation shall have the power to receive, maintain, and hold by bequest, devise, gift, or otherwise, either absolutely or in trust, for any of its purposes, any property, both real and personal, fund or funds, without limitation as to amount or value; to convey such property and to invest and re-invest any principal; and to deal with and expend the income or principal funds of the corporation as well as to administer any such funds of the corporation as well as to administer any such funds for various purposes as agreed upon by the corporation and the persons or agency making such funds available to it.

5.

That the corporation shall have the power to buy, sell and lease real property, or any interest therein, and to invest as they deem necessary any of the funds belonging to said corporation in real or personal property, including securities, of such kind and character as in the exercise of the judgment of the officers and trustees of said corporation may be appropriate.

6.

Applicants desire that they be constituted the First Board of Trustees of said corporation, for such tenure as shall later be prescribed by the By-laws of the corporation and that such Board shall be self-perpetuating, a majority of the members of said Board of Trustees having power to fill a vacancy on said Board.

7.

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer whose election and term of office shall be as prescribed in the By-laws of the corporation.

8.

That the corporation shall have the power to number among its members those individuals who contribute specified sums of money or services as determined by the By-laws of the corporation, these individuals to be known as "Patrons;" and such other classes of members as shall be prescribed in the By-laws of the corporation.

9.

That the corporation shall have all the powers and enjoy all the privileges and immunities given to like corporations under the Laws of Georgia.

That the corporation shall have an existence of thirty-five years, unless sooner dissolved by action of the Board of Trustees, and to have the privilege of renewing its charter after the expiration of said thirty-five years.

WHEREFORE, Applicants pray to be incorporated under the name and style aforesaid with all the rights and privileges herein set out and such additional powers and privileges as may be necessary, proper, or incident to the conduct of the business for which applicants are asking incorporation, and as may be allowed like corporations under the Laws of Georgia as they now are or may hereafter exist.

  
\_\_\_\_\_  
Attorney for Applicants

ORDER

The foregoing petition having been read and considered and it appearing that said petition is made in accordance with the Laws of Georgia pertaining to the incorporation of a non-profit corporation and that the requirements of law in such cases having been fully complied with :

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the prayers of said petitioners are hereby granted and the petitioners are hereby incorporated under the name TOWN AND GOWN PLAYERS, INCORPORATED.

This 18 day of September, 1958.

Caroline Cobb  
Judge, Superior Court  
Western Circuit

Filed in Clerk's Office  
this 18 day of Sept, 1958.

Miss Crowe  
Clerk, Superior Court  
Clarke County, Georgia

RECORDED IN MINUTE BOOK NO. 21 PAGE 48

GEORGIA

CLARKE COUNTY

PUBLISHERS AFFIDAVIT

J. D. Proctor Personally appeared before the undersigned officer, \_\_\_\_\_, who says under oath that he is the agent of the Athens-Banner Herald, a newspaper having a general circulation and whose general place of business is in said county, and there has been deposited with said newspaper the cost of publishing four insertions of the foregoing application for a corporate charter for Town and Gown Players, Incorporated and order of the Judge thereon once a week for four weeks.

This 18 day of Sept, 1958.

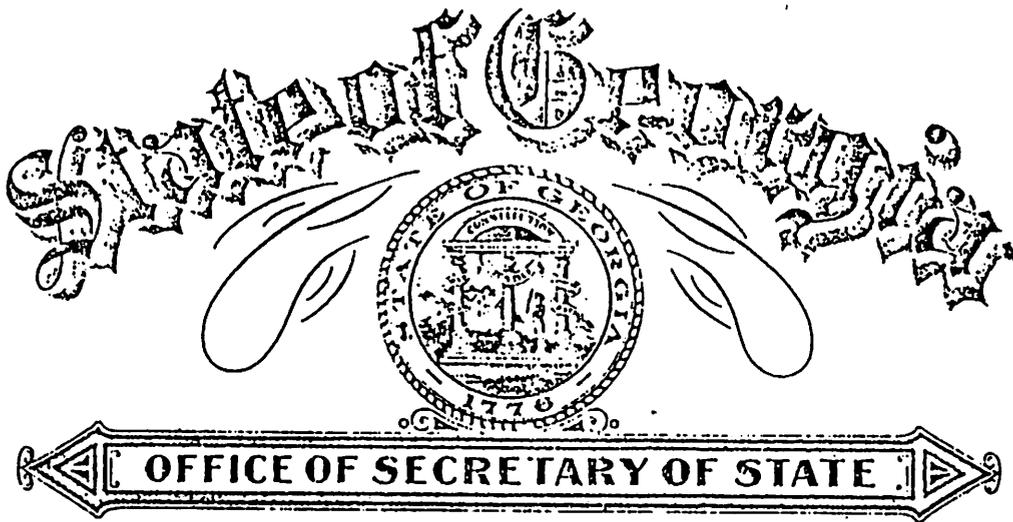
J. D. Proctor

Sworn and subscribed before me,  
this 18 day of Sept, 1958.

John B. Davis  
Notary Public, Clarke County, Georgia

BEN W. FORTSON, JR.

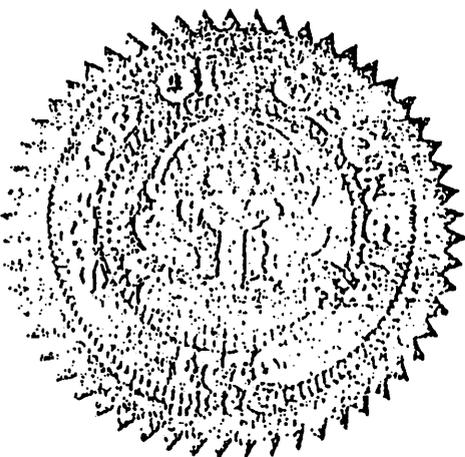
SECRETARY OF STATE



*I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the articles of incorporation of "TOWN AND GOWN PLAYERS, INCORPORATED" have been duly amended under the laws of the State of Georgia on the 21st day of December, 1977, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 21st day of December in the year of our Lord One Thousand Nine Hundred and Seventy Seven and of the Independence of the United States of America the Two Hundred and Two.

*Ben W. Fortson Jr.*  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA



Appendix "A"

RESOLUTION OF BOARD OF TRUSTEES:

The following resolution was proposed and on motion duly seconded, was adopted unanimously by the Trustees of Town and Gown, Players, Incorporated, to-wit:

RESOLVED that the articles of incorporation of this corporation be amended to provide as follows:

Add to paragraph 5 of the Articles of Incorporation, "Notwithstanding any other provisions of these Articles, this 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law." and

FURTHER RESOLVED that a special meeting of the members be held on the 9<sup>th</sup> day of October, 1977, at 1:00 o'clock at Town: Board Theater and that due and proper notice be given thereof.

RECEIVED  
NOV 17 11 11 AM '77  
BEN W. FORTSON, JR.  
SECRETARY OF STATE

RECEIVED  
DEC 21 10 07 AM '77  
BEN W. FORTSON, JR.  
SECRETARY OF STATE

Appendix "B"

NOTICE TO MEMBERS OF SPECIAL MEETING TO CONSIDER AMENDMENT:

Notice is hereby given to the members of the Town and Gown Players, Incorporated that on the 17<sup>th</sup> day of October, 1977, at 1:00 o'clock, there will be a special meeting of the members of said corporation at the Town and Gown Players, for the purpose of considering an amendment to the corporate charter so as to maintain the tax exempt status of said corporation.

The amendment to be voted on shall read as follows, "Notwithstanding any other provisions of these Articles, this 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law."

AMENDMENT OF TOWN AND GOWN PLAYERS, INCORPORATED:

The articles of incorporation of Town and Gown, Players, Incorporated are hereby amended by:

Adding to paragraph 5 of the Articles of Incorporation the following:

"Notwithstanding any other provisions of these Articles, this 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

The amendment was adopted by the members at a special meeting thereof held on the 9<sup>th</sup> day of February, 1977.

The number of members entitled to vote and present at said meeting was 7. The number of votes cast in favor of said amendment was 7.

The registered office of said Corporation is located at Athens, Clarke County, Georgia.

Executed by said Corporation this 21<sup>st</sup> day of October, 1977.

BY: [Signature]  
President  
[Signature]  
Secretary

Attest: