

ARTICLES OF INCORPORATION

We, the undersigned, being natural persons of the age of twenty-one (21) years, or more, and proposing to form the corporation to be organized pursuant hereto under the General Not For Profit Corporation Law of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be "The National Assembly of State Arts Agencies, Inc.," hereinafter referred to as "The Corporation."

ARTICLE II - DURATION

The duration of the corporate life of this corporation shall be perpetual.

ARTICLE III - REGISTERED OFFICE

The address of the Corporation's initial registered office in the State of Missouri is: 702 Corby Building, St. Joseph, Missouri 64501, and the name of its initial registered agent at such address is: David H. Morton.

ARTICLE IV - PURPOSES

The Corporation is organized exclusively for non-profit educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as now enacted or hereafter amended, and shall, by operating in such manner that no part of the income or assets of the Corporation shall ever be distributed to, nor inure to the benefit of any private member or individual, seek to:

A. Establish the Assembly as the national policy advocate for State Arts Agencies on all matters which relate to the purpose of the Assembly.

B. Establish and maintain Assembly representation to other federal, state, private, and corporate organizations and foundations which may affect national policy on the arts, the development of the state arts agency movement, or the effectiveness of state arts agencies.

C. Establish and maintain the mechanism necessary to determine policy, opinion, and perspectives which are representative of its membership.

D. Determine appropriate services for state arts agencies.

E. Encourage high standards for state arts agencies which will enhance the prestige and credibility of the member agencies and the assembly.

ARTICLE V - POWERS

The Corporation shall have all of the powers to do and perform all acts reasonably necessary to accomplish the corporate purposes, including all of the powers set forth in the Missouri Not-For-Profit Corporation Law, and the power to indemnify its directors and officers as may be provided in the By-Laws and, provided further, however:

A. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status;

1. As a Corporation which is exempt from federal income taxation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, or

2. As a Corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as now enacted or hereafter amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

C. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

D. The corporation shall not

1. Operate for the (primary) purpose of carrying on a trade or business for profit,

2. Engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, and

3. Accumulate income, invest income or divert income, in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code.

E. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

ARTICLE VI - MEMBERSHIP

A. As used in these Articles, "state arts agency" means that agency designated by the governor and/or the legislature of each state or special jurisdiction of the United States, to carry out the state plan in support of the arts in accordance with the standards set forth in the National Foundation for the Arts and The Humanities Act of 1965, as amended.

B. The membership of the Assembly shall consist of the state arts agencies, represented by the Chairman and the Director or the chief executive officer of each of the constituent agencies, as defined herein, in the United States. Membership fees may be specified in the By-Laws of the Corporation.

C. An annual meeting of the Assembly shall be held at such time and place as designated by the Executive Committee. Such other meetings as may be required to transact the business of the Assembly may be held on call of the Chairman. Each member of the Assembly shall be notified of the time and the place of each Assembly meeting by mail at least thirty (30) days in advance thereof.

D. Each constituent arts agency member of the Assembly shall cast one vote on any motion, resolution, amendment, or any other transaction to come before the Assembly.

E. Upon demand of any member of the Board in attendance at a meeting thereof, and after due debate, the roll shall be called and a vote recorded of any motion, resolution, or amendment thereof. At any meeting of the Assembly, such record vote shall be taken upon demand of any fifteen (15) voting members of the Assembly.

ARTICLE VII - BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by the Board of Directors. The number of Directors of the Corporation shall be not less than seven (7) nor more than fifty-five (55), the number to be specifically fixed by the By-Laws, except as to the number of the first board which shall be fifteen (15) in number, and shall serve until the annual meeting in 1975. The original Directors of the Corporation and their addresses are:

For terms expiring 1977:

James Backas, 15 West Mulberry St., Baltimore,
Maryland 21201

John Bitterman, Governor's Office, State Capitol
Bldg., Indianapolis, Indiana 46206

David Nelson, Room 310, Fine Arts Bldg., Univer-
sity of Montana, Missoula, Montana 59801

Wayne Norman, 1525 Douglas, Dubuque, Iowa 52001

M. J. Zakrzewski, 322 Alabama St., Montgomery,
Alabama 36104

For terms expiring 1976:

Lois Boochever, 1700 Angus Way, Juneau, AK 99801

Charlotte Carver, 108 West 11th St., Sioux Falls,
South Dakota 57102

S. Leonard Pas, Jr., Department of State, Capitol
Bldg., Tallahassee, Florida 32304

Louise G. Tate, 14 Beacon St., Boston, MA 02108

Norman Tilles, 145 Wayland Ave., Providence, RI 02906

For terms expiring 1975:

Peter Brown, 1215 State Office Bldg., Richmond, VA 23219

Maurice Coats, 202 West 13th St., Austin, Texas 78711

James Edgy, 50 W. Broad St., Suite 2840, Columbus, OH 43215

David Morton, Chairman, 702 Corby Bldg., St. Joseph,
Missouri 64501

Norman Worrell, Room 222, Capital Hill Bldg., Nashville,
Tennessee 37219

B. In the interval between meetings of the Board, and within the policy and other directions supplied by the Assembly, the Executive Committee, composed of the officers of the corporation, is empowered to act for the Board and the Assembly.

C. The Board of Directors shall be elected by the membership from its number for three-year terms. The Board shall be elected in such manner that one-third of the number of Directors elected at large shall be elected each year. A Nominating Committee

of not more than five members, appointed by the Chairperson, shall annually nominate candidates for each office and term, whose nomination shall be made known to the membership thirty days prior to the annual meeting.

D. The officers of the Assembly shall consist of a Chairperson, Two Vice-Chairpersons, Secretary, and Treasurer, elected from the official delegates to the Assembly in the manner prescribed by the by-laws of the corporation. Nominations may be made from the floor of the Assembly.

ARTICLE VIII - AMENDMENT

The Articles of Incorporation, or any portion thereof, may be amended, revised, or repealed by the majority vote at any meeting of the Assembly, provided that notice in writing of the proposed amendment, revision, or repeal shall have been mailed to each member of the Assembly at least thirty days prior to the meeting.

ARTICLE IX - BY-LAWS

By-Laws of the Corporation may be adopted or amended by a majority of the Directors present at any regular meeting, or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles, and, provided that written notice of the proposed amendment shall be mailed to each member of the Board at least thirty days prior to the meeting, at which the adoption or amendment shall be considered.

ARTICLE X - INCORPORATORS

The names and places of residence of the incorporators are:

David H. Morton	809 N. Noyes Blvd. St. Joseph, Mo. 64506
Ronald S. Reed, Jr.	2602 Francis St. St. Joseph, Mo. 64501
James H. Counts	2820 Ashland Ave. St. Joseph, Mo. 64506

Signed by incorporators this 12th day of September, 1974.

David H. Morton
Ronald S. Reed Jr.
James H. Counts

STATE OF MISSOURI)
) SS.
COUNTY OF BUCHANAN)

I, Gail L. Holder, a Notary Public, do hereby certify that on the 12th day of September, 1974, David H. Morton, Ronald S. Reed, Jr. and James H. Counts personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true, to their knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

My Commission expires:
November 17, 1974

Gail L. Holder
Notary Public



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of
THE NATIONAL ASSEMBLY OF STATE ARTS AGENCIES, INC.

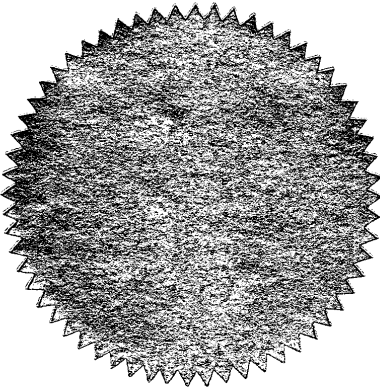
have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare
THE NATIONAL ASSEMBLY OF STATE ARTS AGENCIES, INC.

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is
702 Corby Building, St. Joseph 64501

and that its period of existence is **perpetual**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this **16th** day of **September**, 19**74**



James Kirkpatrick
Secretary of State

RECEIVED OF: **THE NATIONAL ASSEMBLY OF STATE ARTS AGENCIES, INC.**
Ten and no/00 Dollars, \$ **10.00**

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

Dorothea Miller
Deputy Collector of Revenue