

RIVER VALLEY MUSIC CORPORATION
an Illinois Not-For-Profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I. NAME

Section 1. The name of the corporation is the River Valley Music Corporation (the "Corporation").

ARTICLE II. REGISTERED AGENT

Section 1. The name and address of the initial registered agent and registered office are:
A. Steven Tongren, Attorney
B. 103 East Main Street, Peotone, Illinois, 60468

ARTICLE III. INITIAL BOARD OF DIRECTORS

Section 1. The initial Board of Directors shall be four (4) in number.

Section 2. Their names and addresses are as follows:
A. David L. Conrad, 1050 Shawnee Court, Bourbonnais, Illinois, 60914
B. Amanda McCabe, 210 Latham Drive Apartment A, Bourbonnais, Illinois, 60914
C. Rodney J. Williams, 753 Jeremy Drive, Bourbonnais, Illinois, 60914
D. Susan Williams, 753 Jeremy Drive, Bourbonnais, Illinois, 60914

ARTICLE IV. PURPOSE

Section 1. The Corporation is organized exclusively to establish, operate, and maintain a musical wind ensemble and/or other artistic performance ensembles and provide or support other musical and artistic performance activities for charitable and/or educational purposes as defined by Section 501(c)(3) of the United States Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code and the regulations issued pursuant thereto, or the corresponding section of any future federal tax code.

Section 2. The corporation is not a Condominium Association as established under the Condominium Property Act.

Section 3. The corporation is not a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954.

Section 4. The corporation is not a Homeowners Association which administers a common-interest community as defined by subsection (c) of Section 9-102 of the Code of Civil Procedure.

ARTICLE V. OTHER PROVISIONS

Section 1. Powers and Express Limitations

- A. The Corporation shall have all powers granted by statute that may be deemed necessary or expedient from time to time by a Board of Directors of the Corporation and that is in furtherance of the primary purpose of the Corporation.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, trustees, or officers thereof or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by any person and to make payments and distributions in furtherance of the objectives of the corporation.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation

Section 2. Dissolution

- A. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to a non-profit corporation, trust, foundation, or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of the transfer, is an exempt organization under the provisions of Section 501(c)(3) of the Code and the Regulations or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations, or the corresponding provisions of any subsequent Federal tax laws.
- B. Any such assets not so transferred by the Board shall be disposed of by the Circuit Court of Kankakee County, Illinois, exclusively for such tax-exempt purposes and such public purposes as the Court shall determine.

Section 3.

Private Foundation Clause

- A. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:
- (1) Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code
 - (2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
 - (3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (4) Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code
 - (5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI. NAMES AND ADDRESSES OF INCORPORATORS

Section 1.

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Section 2.

Date: Thursday, August 18, 2005

- A. David L. Conrad, 1050 Shawnee Court, Bourbonnais, Illinois, 60914
- B. Amanda McCabe, 210 Latham Drive Apartment A, Bourbonnais, Illinois, 60914
- C. Rodney J. Williams, 753 Jeremy Drive, Bourbonnais, Illinois, 60914
- D. Susan Williams, 753 Jeremy Drive, Bourbonnais, Illinois, 60914