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1977 APR 6 PM 4 29

Department of the Secretary of State
WILLIAM E. DIGGES
REGISTER OF DEEDS
N.C.

State of North Carolina

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

MONTFORD PARK PLAYERS

and the probates thereon, the original of which was filed in this office on the 4th day of April, 1977, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 4th day of April in the year of our Lord 1977.



NORTH CAROLINA, BUNCOMBE COUNTY

Filed in the office of Register of Deeds, Buncombe County, N. C. and duly recorded in Book

of Incorporations No. 53 Page 457

this 6 day of April 1977 Secretary of State

WILLIAM E. DIGGES, REGISTER OF DEEDS

By: Macou L. Parley Deputy Secretary of State



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ARTICLES OF INCORPORATION

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

OF

MONTFORD PARK PLAYERS

(Name of Corporation)

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is Montford Park Players

2. The period of duration of the corporation shall be perpetual

(May be perpetual or for a limited period)

3. The purposes for which the corporation is organized are: to present plays, particularly those of Shakespeare and any original scripts written locally, for the enjoyment and education of the community and others. It shall be the Montford Park Players' policy to co-operate as fully as possible with other theatre groups and with civic organizations.

* Anyone who has worked on a Montford Park Players' production, or otherwise has worked to further the corporation, in the last ^{thirteen} ~~twelve~~ months, is a working member. No or minimal charge will be made for either membership or attendance at the performances, but donations will be accepted. All auditions for new plays will be open. No pre-casting will be done. It is the policy of the Montford Park Players that the Show Director shall cast purely on merit and suitability.

4. The corporation is to have the following class or classes of members: (If there are to be no members, so state.) * Anyone cast in a production of the Montford Park Players or otherwise working to further the production is automatically a member. Continuing membership is contingent upon continuing availability and actual work in or on a production. ~~No charge will be made for either membership or attendance at the performances, but donations will be accepted.~~

5. Directors of the corporation shall be elected in the following manner: Board members shall be elected from the membership by majority vote of the membership. ^{**} There shall be no more than 10 board members and no less than 4. ~~There shall be no more than 15 board members and no fewer than 4.~~

6. The address of the initial registered office of the corporation is as follows:

Street address, (if none, so state) 246 Cumberland Avenue

City or town Asheville

County Buncombe

The name of the initial registered agent of the corporation at the above address is _____

Mrs. Hazel Robinson

7. The number of directors constituting the initial board of directors shall be 4, and the names and addresses (including street and number, if any) of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
Hazel Robinson	246 Cumberland Avenue	Asheville
Deborah R. Austin	124 Montford Ave. No. 8	Asheville
Richard James	246 Cumberland Ave.	Asheville
Susan Dillard	English Drive	Enka

8. The names and addresses (including street and number, if any) of all the incorporators are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN
Hazel Robinson	246 Cumberland Ave.	Asheville
Deborah R. Austin	124 Montford Ave. No. 8	Asheville
Richard James	246 Cumberland Ave.	Asheville

9. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to

- Assume all assets and liabilities of the Association of the Montford Park Players.
- Notwithstanding any other provision of these articles, the Montford Park Players shall not carry on any other activities not permitted to be carried on by (a) an organization 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) an organization 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.

- Upon dissolution of the Montford Park Players, its assets except its rights to plays by Richard James, will be given to another theatre group and/or to the Asheville Department of Parks and Recreation if at the time of dissolution, the above named organizations meet the requirement that they themselves must be exempt as organizations described in sections

10. 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purposes. The Montford Park Players' rights to plays by Richard James will be transferred to an organization and/or an individual designated by Richard James or by an organization and/or an individual designated by Richard James to handle the transference of rights.

- New plays shall be chosen by vote of the members, subject to veto by the Director of the play and the exigencies of casting and production.

- Any member who finds himself unavailable for the next season shall notify the Director of the season as soon as possible.

- Full-cast rehearsals will be held on Saturdays and Sundays. Individual or scene rehearsals will be scheduled as necessary.

- Any member unable to attend a scheduled rehearsal must notify the Director of the rehearsal immediately.

- Performance dates for each show will be scheduled by the Board and the Director of the show in consultation with the members involved in the show.

- After a show is in performance, rehearsals will be scheduled as needed by the Director of the show.

- All auditions for new plays will be open. No pre-casting will be done.

- Auditions for shows in their second or more season will be open only to cast roles made available by reason of former cast members' unavailability. Former cast members will be given first consideration for their old parts.

- It is the policy of the Montford Park Players that the Director of all shows shall cast purely on merit and suitability.

- In the case of a shortage of backstage workers, all actors will be expected to help with the work necessary for the production.

- Only a Director of the show or the stage manager designated by the Director as responsible for the production may cancel a production.

The Montford Park Players will perform for schools, hospitals, civic groups, etc., when requested, if members are available for the production.

- There will be a party at the end of each season for members and their guests. The expense of the party will be borne, when possible, by the Montford Park Players, as a gesture of thanks to the members.

- The offices of the Montford Park Players shall be those of the Director(s) of current shows and a Secretary of Public Relations. These offices may serve on the Board of Directors and shall always serve as consultants to the Board. The Director(s) shall cast, direct and oversee the production of the play(s). The Secretary of Public Relations shall carry out those duties normally carried out by a Secretary-Treasurer, as well as serve as a public liaison and disseminator of publicity.

- The Board of Directors shall handle all financial aspects of the corporation in consultation with the Director(s) and the Secretary of Public Relations.

- All meetings of the members shall be scheduled to coincide with a regularly scheduled rehearsal, when possible. Notice of all meetings must reach the members, in writing, not less than a week before the meeting and notice must appear in a local newspaper.

The members will meet at least twice a year.

MOVE TO BY-LAWS OR POLICIES

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 31 day of March, A.D. 1977.

Hazel Robinson
Deborah R. Austin
Richard James

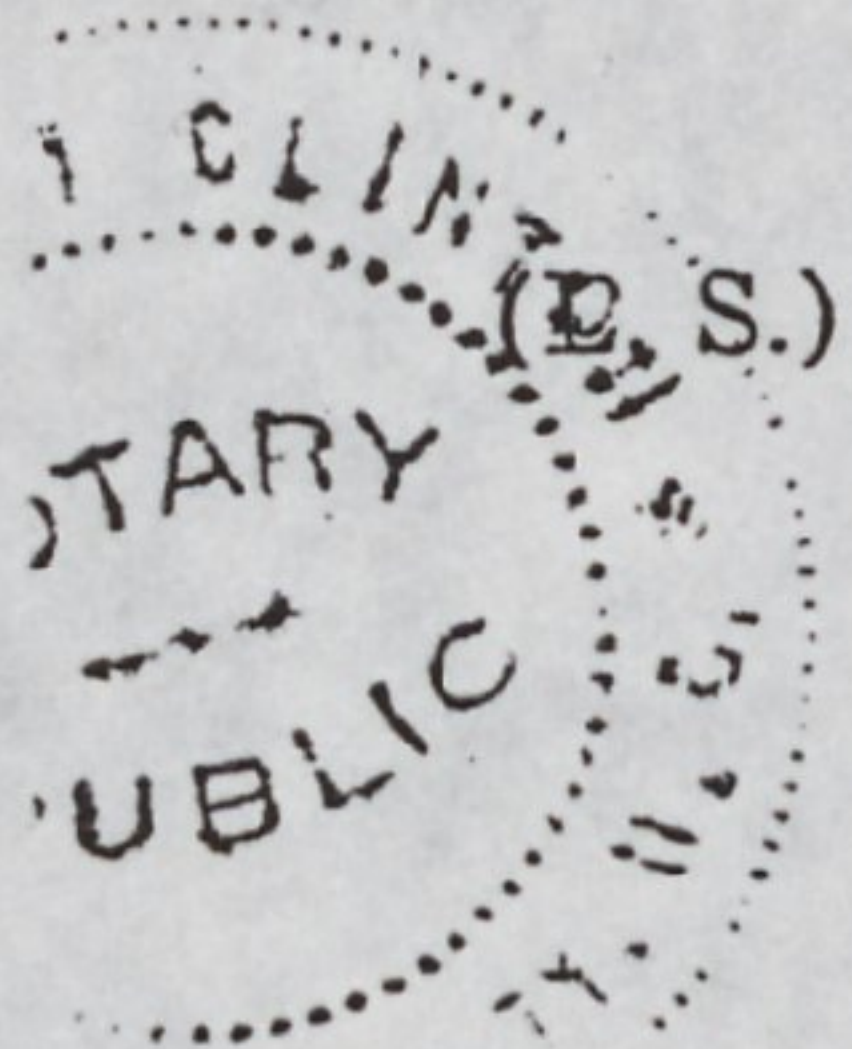
STATE OF North Carolina
COUNTY OF Buncombe

This is to certify that on the 31 day of March, A.D. 1977, before me, a Notary personally appeared Hazel Robinson, Deborah R. Austin and Richard James

who, I am satisfied, are the persons named in and who executed the foregoing Article of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 31 day of March, A.D. 1977.

Margaret Clinton (Notary)



Insert any provisions desired to be included in the Articles of Incorporation such as: regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See Chapter 55A of the General Statutes.

ARTICLES OF AMENDMENT
TO THE CHARTER OF

MONTFORD PARK PLAYERS, INC.
(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation MONTFORD PARK PLAYERS, INC.

II

At a regularly convened meeting of the directors ~~XXXXXXXX~~ (strike word inapplicable) of the corporation held on the 11 day of November, A. D. 1989, the following amendment to the articles of incorporation was adopted:

Change #4, "The corporation is to have the following class or classes of members" to - "Anyone who has worked on a Montford Park Players' production, or otherwise has worked to further the corporation, in the last thirteen (13) months, is a working member. Other classes may be established by the Board of Directors. No or minimal charge will be made for either membership or attendance at all the performances, but donations will be accepted. All auditions for new plays will be open. No pre-casting will be done. It is the policy of the Montford Park Players that the Show Director shall cast purely on merit and suitability. Continuing membership is contingent upon continuing availability and actual work in or on a production. (CONTINUE ON BACK OF SHEET)

III

(Strike inapplicable paragraph)

There are no members of the corporation having voting rights. ^{CONCERNING AMENDMENT OF THE ARTICLES} The above amendment received ^{OR INCOR-} the affirmative vote of a majority of the directors in office. ^{PORATION.}

or

~~The corporation has members with voting rights. A quorum was present at the meeting held on the above date; and the said amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meetings.~~

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its DIRECTOR and Secretary this 4 day of February, A. D. 1990.

By: Faye Robinson
DIRECTOR

STATE OF North Carolina
COUNTY OF Buncombe

James N. Ramsey
Secretary

This is to certify that on this the 4 day of February, A. D. 1990, personally appeared before me Hazel B. Robinson and James N. Ramsey, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

Lou Ann Harris

My Commission expires: June 30, 1991

AMENDMENT TO THE ARTICLES OF INCORPORATION: Continuing...

#5 Directors of the corporation shall be elected in the following manner:
Change to read as "Board members shall be elected from the membership by majority vote of the membership. There shall be no more than fifteen (15) board members and no fewer than four (4).

#10 shall now read as "501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purposes. The Montford Park Players' rights to plays by Richard James will be transferred to an organization and/or an individual designated by Richard James or by an organization and/or an individual designated by Richard James to handle the transference of rights."

ALL OTHER PROVISIONS LISTED IN THE ORIGINAL TEXT SHALL BE MOVED TO BY-LAWS OR POLICY STATEMENTS.