

ARTICLES OF ASSOCIATION
of the
JACKSON HOLE COMMUNITY BAND

A Non-profit Organization

(As amended December 22, 1993)

Co-founders Don Cushman and Tom Ninnemann and other members of the Jackson Hole community adopt the following Articles of Association:

ARTICLE 1
Name

The name of this non-profit arts organization is the Jackson Hole Community Band, hereinafter called "the band."

ARTICLE 2
Duration

The band shall exist perpetually, or until dissolved pursuant to law and other circumstances.

ARTICLE 3
Purposes

The band shall be operated to provide continuing music education, opportunities for musical expression, and enjoyment for the band members and community audiences.

This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section

of any future Federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE 4
Bylaws

Provisions for the regulation of the affairs of the band shall be set forth in the bylaws, provided that the bylaws will be consistent with provisions in these Articles of Association and other regulations as necessary for operation as a non-profit organization in the State of Wyoming.

ARTICLE 5
Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6
Office and Agent

The address of the office of the band is PO Box 219, Teton Village, WY 83025, and the business agent is Craig S. Carpenter.

ARTICLE 7
Board of Directors

The affairs of the band shall be managed by a Board of Directors elected by the band. The board will consist of the band director (ex-officio) and 6 elected representatives from the band's membership.

ARTICLE 8
Powers

Subject to these Articles and the Bylaws, the band and/or its elected officials may exercise the following powers and privileges as appropriate and expedient:

- a. Do any and all that the band is authorized or required to do under its documents of organization, which may, from time to time, be amended, including the

powers to fix, levy, and collect all charges and assessments necessary for the operation of the band; and

b. Purchase, acquire, own, hold, lease, rent, sell, and dispose of pertinent materials and property for the operation of the band; and

c. Do any and all things a non-profit corporation may now or hereafter do within the laws of Wyoming.

ARTICLE 9 Membership

Persons who have regularly participated in rehearsals or concerts shall be considered members of the band. It is recommended that players will have achieved a junior high school level or performance, but exceptions may be considered as appropriate.

ARTICLE 10 Voting Rights

All members of the band shall have voting rights.

ARTICLE 11 Assessments

Members of the band shall be subject to assessments as needed for the operation of the band. Members shall not individually or personally be liable for the debts or obligations of the band, nor may individual members incur debts or obligations for the band without the consent of the Board of Directors.

ARTICLE 12 Indemnification of Directors and Officers

The band indemnifies any director or board member, present and past, against liability and expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason of being or having been such director or officer or member of the board, except in relation to matters in which such person shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer or member may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise.

ARTICLE 13
Rules and Regulations

The Board of Directors may adopt, amend, repeal, and enforce reasonable rules and regulations governing the band to the extent such rules and regulations are not inconsistent with the provisions of the Articles of Association and the Bylaws.

ARTICLE 14
Amendments

Except as otherwise provided by law or by the Bylaws, these Articles of Association may be amended in accordance with Wyoming law upon the affirmative vote of at least 50% of those eligible and voting members in attendance at a meeting called for that purpose, provided, however, that all amendments shall be consistent with the governing documents.

CERTIFICATION

We hereby certify that these amended Articles of Association are a correct and complete copy including the amendments as approved by the membership on the 22nd day of December, 1993.

/s/ 12/22/93
Cynthia Millard, President Date

/s/ 12/22/93
Craig S. Carpenter, Treasurer Date