THIRD (CONTINUED):

(b) The Company shall help develop and partner for the design of curriculum at dance institutions of higher learning to increase awareness of mental health for educational purposes.

(c) The Company shall support the development of visibility campaigns for *Dance Company* and its impact on the dance industry.

(d) The Company shall solicit contributions, receive by gift, will or otherwise, money or other property and distribute it as may be deemed best of the promotion of its Charitable Purposes and maintain a fund of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefore and the making direct distributions from the Company's assets in support of the Charitable Purposes to other agencies, organizations or institutions organized for the same or similar purposes.

(e) Nothing herein shall be construed as authorizing the Company to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, a museum, a historical society, a cable television facility, or educational television station, nor shall the Company engage in any of the professions designated in Title VIII of the Education Law, nor shall it own or hold collections.

NINTH: Notwithstanding any other provisions of these articles, the corporation is organized exclusively for charitable, artistic, cultural, scientific or educational purposes within the meaning of I.R.C. Sections 170(c)(2)(B) and 501(c)(3) (the corporation's "Charitable Purposes") and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended, and, in connection therewith:

(a) The Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gains, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals; provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) or otherwise; and no part of the activities of the corporation shall be devoted to participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) The corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as it may be amended.

(d) Nothing herein shall authorize the corporation, directly or indirectly to engage in or include among its purpose, any of the activities set forth in Sections 404(a) –(c), (e) –(v) of the Not-for-Profit Corporation Law.

TENTH: The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws. The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws.

The initial directors of the Corporation shall hold office until the first annual meeting of the Directors of the Corporation. After the formation of the Corporation, the number of the Directors shall be determined in accordance with the Bylaws but shall not be less than three.

ELEVENTH: The Corporation shall have the power to indemnify its officers and directors to the maximum extent permitted by law.

TWELFTH: In the event of dissolution, the assets and property of the Corporation remaining after expenses and liabilities have been paid shall be distributed as determined by the Board of Directors and approved by an Order of a Justice of the Supreme Court of the State of New York, to such organizations as are described in Sections 170(c)(2) and 50l(c)(3) of the Code that also are described in Sections 2055(a)(2), 2106(a)(2)(ii) and 2522(a)(2) of the Code.

THIRTEENTH: In the event that in any year the Corporation shall be a "private foundation," as that term is defined in Section 509 of the Code, as amended, the Corporation:

(a) shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(b) shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(c) shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(d) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

FOURTEENTH: This Certificate of Incorporation may be amended by a majority vote of the Directors present at any annual or special meeting thereof. No amendment shall authorize the corporation to conduct its affairs in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Code.