

**ARTICLES OF INCORPORATION
OF THE
SOUTH SHORE PERFORMING ARTS CO.**

As Amended by the Board of Directors

March 14, 2005

The undersigned incorporator(s), desiring to form a nonprofit corporation (the "Company") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), executes the following Articles of Incorporation (the "Articles").

ARTICLE 1

NAME AND PRINCIPAL OFFICE

Section 1.01: Name.

The name of the Company is:

SOUTH SHORE PERFORMING ARTS CO.

Section 1.02: Principal Office.

The address of the principal office is:

533 Park Avenue, Chesterton, Indiana 46304.

ARTICLE 2

TYPE, PURPOSE, AND POWERS

Section 2.01: Type of Company.

The Company is a public benefit company.

Section 2.02: Primary Purpose.

(a) The Company is organized exclusively to establish, operate, and maintain a musical ensemble and/or other artistic Performance Ensembles or 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 (the "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 (collectively, the "Regulations").

(b) To perpetuate the above indicated purposes in the event of dissolution, any and all assets shall be distributed to one or more successor organizations that are similarly dedicated to any charitable or educational purposes as defined by Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

Section 2.03: Powers.

The Company shall have all powers necessary, except as expressly limited herein, to establish, operate, and maintain said ensemble that may be deemed necessary or expedient from time to time by a Board of Directors of the Company and that is in furtherance of the Primary Purpose of the Company.

Section 2.04: Express Limitations on Powers

(a) No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, the members, trustees, or officers thereof or other private persons, except that the Company 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 purposes set forth in section 2.02 hereof.

(b) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company 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.

(c) Notwithstanding any other provision of these Articles, the Company shall not carry on any other activities not permitted to be carried on by either (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code or by (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 3

INCORPORATORS

Section 3.01: Name and Address of Incorporators.

The names and addresses of the incorporators are as follows:

- 1) Thomas P. Riley
533 Park Avenue, Chesterton, Indiana 46304

- 2) Charles A. Mann
6221 Mulberry, Portage, Indiana 46368
- 3) Jeffrey S. Doebler
1402 Carriage Drive, Valparaiso, Indiana 46383

ARTICLE 4

REGISTERED AGENT AND REGISTERED OFFICE

Section 4.01: Registered Agent.

The name of the Registered Agent for receiving service of process for the Company is Scott Wagenblast.

Section 4.02: Registered Office.

The street address of the of Registered Office for receiving service of process for the Company is: 202 Monroe St., Valparaiso, Indiana 46383

ARTICLE 5

MEMBERS

Section 5.01: Membership.

- (a) The Company shall not have Members.

ARTICLE 6

REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS

Section 6.01: Management of Company.

The affairs of the Company shall be managed by a Board of Directors of the Company (the "Board").

Section 6.02: Establishment and Composition of the Board

- (a) The Board shall comprise at least three Directors, and any additional number of Directors as may be prescribed from time to time by the By-Laws.

- (b) Initially, the Directors of the Board shall be appointed by the Incorporators, and thereafter, shall be selected in the manner as set forth from time to time in the By-Laws.

Section 6.03: Term of Directors.

- (a) Each Director shall be elected for a term as set forth in the By-Laws.

Section 6.04: Election of Directors.

(a) The election of Directors shall be in accordance with rules governing promulgated from time to time in the By-Laws, or, in the event no such rules are promulgated, in accordance with these Articles and the Act.

Section 6.05: By-Laws of the Company.

(a) The Board shall have the exclusive power to adopt and amend a code of By-Laws of the Company without the assent of the members, except as otherwise required by law or these Articles.

Section 6.06: Officers.

(a) The Board may appoint Operating Officers of the Company, including a President, Vice-President, Secretary, Treasurer, and any other officer as the Board may deem necessary from time to time, for administering and transacting business on behalf of the Company as authorized by the Board and consistent with the By-Laws.

(b) The Board may appoint one or more Artistic Advisors for making artistic decisions and suggestions as authorized by the Board and consistent with the By-Laws.

Section 6.07: Miscellaneous

(a) A person may hold more than one position or fulfill more than one requirement of the Company.

**ARTICLE 7
DISSOLUTION**

Section 7.01: Dissolution.

(a) In the event of dissolution of the Company, assets remaining after payment of all debts of the Company shall be transferred by the Board of Directors to the United States, the State of Indiana or an instrumentality or subdivision thereof, exclusively for public purposes, or to any non-profit corporation, trust, foundation, or other organization whose purposes are substantially the same as those of the Company 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 the County in which the registered office of the Company is located, exclusively for such tax-exempt purposes and such public purposes as the Court shall determine.

(c) Except as allowed by subsection 7.01(a), no Member, Director, or Officer of the Company, or any private individual or organization not exempt under Section 501(c)(3) of the Code, shall be entitled to share in the distribution of any of the assets of the Company on dissolution of the Company.

ARTICLE 8

RESTRICTIONS APPLICABLE IF THE COMPANY IS OR BECOMES A PRIVATE FOUNDATION

Section 8.01: Restrictions.

Notwithstanding anything contained in the Articles to the contrary, in the event and if for any reason the Company should fail to qualify as a "public foundation" and is classified as a "private foundation" as the term is defined in Section 509(a) of the Code, or corresponding provisions of any subsequent Federal tax law, or is classified as a private "operating foundation" as defined in Section 4942(j)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the Company may be deemed a "private foundation" or a private "operating foundation," the powers and activities of the Company in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions, and limitations:

(a) The Company shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any subsequent Federal tax laws;

(b) The Company shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws;

(c) The Company shall not retain any excess business holdings as defined by Section 4943(c) of the Code, or the corresponding provisions of any subsequent Federal tax laws;

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(d) The Company shall not make any investments in such manner as to subject the Company to tax under Section 4944 of the Code, or the corresponding provisions of any subsequent Federal tax laws; and

(e) The Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any subsequent Federal tax laws.