

**ARTICLES OF INCORPORATION
OF PARENTS FOR CHORAL ARTS**

A VIRGINIA NONSTOCK CORPORATION

The following Articles of Incorporation were adopted pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, as follows:

FIRST: The name of the Corporation (hereinafter referred to as “Corporation”) is “PARENTS FOR CHORAL ARTS.”

SECOND: The Corporation is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is hereby authorized to engage in any other lawful activity for which corporations may be organized under the Virginia Nonstock Corporation Act of the Code of Virginia, as amended from time to time, and under any successor and/or replacement to said Act.

THIRD: Notwithstanding any other provision of these Articles:

(a) In all events and under all circumstances, including any merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation voluntarily or involuntarily by operation of law, this Corporation will never be operated for the primary purpose of carrying on a trade or business for profit, and no portion of this Corporation's net earnings shall inure to the benefit of, or be distributable to its directors, officers, employees, members, trustees or other private persons or entities, except that the Corporation 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 above in Article SECOND.

(b) Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future tax code (the “Code”), 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.

(c) The Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the

Code,

or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

FOURTH: The address of the registered office of the Corporation in Virginia is 11400 South Lakes Drive, Reston, Virginia. The name of the registered agent of the Corporation in Virginia is Rita A. Gigliotti and the agent's business office is identical to the registered office identified above. Said registered agent is a resident of Virginia and an initial director of the Corporation. The registered office is physically located in the county of Fairfax.

FIFTH: This Corporation shall have members with such designations, qualifications and rights as set forth in the bylaws.

SIXTH: The number of directors of the Corporation shall be one (1), or such other number as may be designated from time to time by the Board of Directors within the range and pursuant to the procedures set forth in the Bylaws. Each member of the Board of Directors shall be appointed by the Board of Directors and hold office until removed by the Board of Directors.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Board of Directors thereof:

(a) The qualifications, powers, duties and tenure of office of Board of Directors shall be prescribed and set forth in the Bylaws of this Corporation.

(b) At all meetings of the Board of Directors, the presence of a majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

(c) All decisions of the Board of Directors, including but not limited to, any amendments to the Articles of Incorporation or Bylaws, consolidation, merger, sale of assets other than in the regular course of business, or dissolution, shall be authorized by a majority of the Board of Directors then present at a duly authorized meeting of such directors.

NINTH – Indemnification and Limitation of Liability:

(a) The Corporation will indemnify a person who is or was made a party to any proceeding, or is threatened to be made a party to any proceeding, including a proceeding by or in the right of the Corporation, because the person is or was a director or trustee, advisory director or trustee, or officer of the Corporation or because, while a director or trustee, advisory director or trustee, or officer of the Corporation, the person is or was serving any other legal entity in any capacity at the request of the Corporation, against all liabilities, fines, penalties, and claims imposed upon or asserted against the person (including amounts paid in settlement) and reasonable expenses incurred in the proceeding (including counsel fees), except, such liabilities

and expenses as are incurred because of the person's willful misconduct or knowing violation of the criminal law. The right to indemnify under this paragraph will inure to the benefit of heirs, executors and administrators of such person.

(b) Unless a determination has been made that indemnification is not permissible, the Corporation will make advances and reimbursements for expenses incurred by a director or trustee, advisory director or trustee, or officer in a proceeding upon receipt of an undertaking from the director or trustee, advisory director or trustee, or officer to repay the same if it is ultimately determined that the director or trustee, advisory director or trustee, or officer is not entitled to indemnification. Such undertaking will be an unlimited unsecured general obligation of the director or trustee, advisory director or trustee, or officer and will be accepted without reference to his or her ability to make repayment.

(c) The Corporation may, to a lesser extent or to the same extent that the Corporation is required to provide indemnification and make advances and reimbursements for expenses to its present or former directors or trustees, advisory directors or trustees, and officers, provide indemnification and make advances and reimbursements for expenses to its present or former employees and agents, the directors or trustees, advisory directors or trustees, officers, employees and agents of its affiliates, subsidiaries and predecessor entities, and any person serving in any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this paragraph is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case will be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law.

(d) In any proceeding brought in the right of the Corporation, no damages may be assessed against a director or trustee, advisory director or trustee, or officer of the Corporation arising out of a single transaction, occurrence or course of conduct, provided that this elimination of liability will not be applicable if the director or trustee, advisory director or trustee, or officer engaged in willful misconduct or a knowing violation of the criminal law.

(e) The provisions of this Article will be applicable from and after its adoption, even though some or all of the underlying conduct or events relating to the proceeding with respect to which indemnity is claimed may have occurred before such adoption. No amendment, modification or repeal of this Article will diminish the rights provided here to any person arising from conducts or events occurring before the adoption of the amendment, modification or repeal.

(f) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance on behalf of any person who is or was a director or trustee, advisory director or trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, plan administrator, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability or expenses incurred by such person in any such capacity or arising from the person's status as such, whether or not the Corporation would have the power to indemnify the

person against such liability under the provisions of this Article.

(g) Notwithstanding any other provision contained to the contrary in this Article NINTH, no director or trustee, advisory director or trustee, officer or other person shall be indemnified hereunder, with respect to the person's defense, if legal counsel for the Corporation determines that indemnification would likely result in an excise tax due to the occurrence of an act of self-dealing as set forth in treasury regulation section 53.4941(d)-2(f)(3) of the Code and the Corporation is classified by the Internal Revenue Service as a private foundation at such time.

TENTH: During any period of time that the Corporation is classified by the Internal Revenue Service as a private foundation for federal tax purposes, it will comply with the following requirements:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of Code;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) The Corporation will not make any investments in a manner so as to subject it to tax under Section 4944 of the Code; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ELEVENTH: Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation pursuant to a plan of distribution adopted by the directors that provides for the distribution of those assets to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code, or 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 a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Incorporator Josephine L. Brown

Dated: September 29, 2008