

Articles of Incorporation Of WaltzPlay, Inc.

(proposed amendments 8-5-07)

Legend: Added text
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Article I.

The name of the corporation is "WaltzPlay, Inc."

Article II.

This corporation is organized pursuant to the Georgia Non-Profit Corporation Code.

Article III.

The term for which this corporation shall have existence shall be perpetual.

Article IV.

The street address of the initial registered office is:

1930 Waters Ferry Drive
Lawrenceville, GA 30043

The initial registered agent at such address is David Andrews.

The county of the registered office is Gwinnett.

Article V.

The name and address of each incorporator is:

David Andrews
1930 Waters Ferry Drive
Lawrenceville, GA 30043

John Scott
3818 Burnt Leaf Lane
Snellville, GA 30039

Rebecca Cochran
329 Grant Road
Brooks, GA 30205

Mike Aland
262 Laurie Drive
Athens, GA 30605

Article VI.

The corporation shall have members.

Article VII.

The initial principle mailing address of the corporation is:

1930 Waters Ferry Drive
Lawrenceville, GA 30043

Article VIII.

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); provide charitable services to the general public through providing educational and outreach services relating to social and historical dance and music, and carry on lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code.

Said corporation subscribes to the general purposes of the Country Dance and Song Society, Inc. of Massachusetts.

Article IX.

The methods of election of Directors shall be as provided in the by-laws of the Corporation.

Article X.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 in Article 7 hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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).

Article XI.

The corporation 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Article XII.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Gwinnett County, 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 XIII.

Except as limited and prescribed by the specific provisions of these Articles, this corporation shall exercise all powers which now or hereafter may be conferred by law upon a non-profit corporation organized for the purposes hereinabove set forth, including the power to enter into any contract of guaranty, suretyship, or endorsement where the corporation guaranteeing has no direct interest in the subject matter of the contract guaranteed as well as the power to make any purely accommodation guaranty, endorsement, or contract or suretyship.

This corporation shall have the power to indemnify its officers, directors, employees and agents and to purchase and maintain liability insurance on their behalf, to the extent provided in and subject to the limitations of the Georgia Non-Profit Corporation Code.

This corporation shall have power to receive and accept donations, in money or in property, either without restriction, or restricted to such purposes as the donor may provide, provided such purpose is within the purpose of this corporation, and any such restricted donations shall be used for the purposes to which restricted. Any such donation or contribution may be designated as a memorial and, in such case, the Director shall designate an appropriate memorial.

Article XIV.

The Corporation will not have stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 19 day of February, 2007.

David Andrews, Agent