

ARTICLES OF INCORPORATION
of the
BLACK HILLS PLAYHOUSE ALUMNI ASSOCIATION

We, the undersigned, being of full age, for the purpose of forming a South Dakota Corporation under SDCL 47-22 South Dakota Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation.

Article I: Name Of The Corporation

The name of the corporation shall be The Black Hills Playhouse Alumni Association

Article II: Period of Existence

The period of duration for this corporation shall be perpetual.

Article III: Purposes of the Corporation

This corporation is formed exclusively for educational and charitable purposes and in particular to support and sustain the Black Hills Playhouse in accordance with the purposes and ideals expressed in the words and life of its founder, Dr. Warren M. Lee as follows:

- 1) to bring to its audiences the best theatre performances possible, and
- 2) to serve as a training center for talented young theatre people

This corporation may receive and disburse funds or property incident to or necessary for the accomplishment of the aforementioned purposes and perform any and all acts which are incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

Within the framework of these purposes, this corporation is organized and shall be operated exclusively to engage in, advance, promote and administer charitable, educational and/or scientific activities and projects of any kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others; and to aid, assist and contribute to the support of corporations, associations, and institutions which are operated for any of such purposes and which are described in section 501(c)(3) of the Internal Revenue Code of 1954. This corporation shall have only such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, contributions of, and to convey, transfer, and dispose of any funds or property and the income therefrom for the furtherance of any or all of the purposes of this corporation set forth above; and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the South Dakota Nonprofit Corporation Act (SDCL 47-22) and by any future laws which may amend or supplement them.

All such powers of this corporation, however, shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of section 501(c)(3) of the Internal Revenue Code of 1954, any provisions to it which may be adopted by future amendments, and any cognate provisions in future Internal Revenue Codes to the extent that such provisions are applicable to this corporation.

Article IV: Membership

This corporation will have members.

Article V: Classes of membership; Qualifications and Rights of Members.

There shall be two initial classes of members in the corporation.

1. General membership in the Association shall be open to any person who has been a company member or participant in any production at the Black Hills Playhouse.
2. Associate membership shall be open to any person who supports the purposes of the Black Hills Playhouse and this Association and who has been a patron of the Black Hills Playhouse.

The Board of Directors shall set forth the qualifications and rights of the foregoing membership classes in the Bylaws of this corporation and may also create additional classes of members as it deems necessary.

Article VI: Election of Directors.

The number of directors constituting the first Board of Directors is three (3), each of whom shall serve until his or her term expires, and until his or her successor has been elected or appointed. The first Board of Directors shall be elected at a meeting of a committee formed ad hoc to elect the first directors and vote on these Articles of Incorporation. Thereafter the Board of Directors shall elect its own members to the Board of Directors at such time, place and manner as designated in the Bylaws of this corporation.

Article VII: Regulation of the Internal Affairs of the Corporation

The following provisions are made for the regulation of the internal affairs of the corporation:

1. The management and direction of the business of this corporation shall be vested in its Board of Directors. The numbers, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and other such regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation and any future amendments thereto.
2. Directors of this corporation shall not be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.
3. This corporation shall not afford pecuniary gain, incidental or otherwise, to its members, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
4. This corporation shall have no capital stock.
5. These Articles of Incorporation may be amended from time to time in the manner prescribed by law.
6. This corporation, and its officers, members and Board of Directors shall not discriminate on the basis of race, sex, creed, age, sexual orientation or physical handicap, in any manner, with respect to the operation of the corporation.

7. This corporation may be dissolved in accordance with the laws of the state of South Dakota. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to:

a) one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more purposes of this corporation, and described in section 501(c)(3) of the Internal Revenue Code of 1954 and amendments thereto, or to

b) the state of South Dakota or any subdivision or agency thereof, in such proportions as the Board of Directors of this corporation shall determine.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

Article VIII: Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

1907 Roosevelt Avenue, Rapid City, SD 57701

And the name of its registered agent is: Marnie L. Gould

Article IX: Board of Directors

The number constituting the original Board of Directors is three (3) and the names and addresses of the persons who are to serve as original directors are:

Janet Brown, 21 Lincoln Avenue, Deadwood, SD 57732
Marnie Gould, 1907 Roosevelt Avenue, Rapid City, SD 57701
Anna Marie Thatcher, 882 Kenneth Street, St. Paul, MN 55116

Article X: Incorporators

The names and addresses of the incorporators are:

Janet Brown, 21 Lincoln Avenue, Deadwood, SD 57732
Anna Marie Thatcher, 882 Kenneth Street, St. Paul, MN 55116
Ronald Reed, 1518 Summit Boulevard, Rapid City, SD 57701
Marian Reed, 1518 Summit Boulevard, Rapid City, SD 57701

Executed on the ___ 25th ___ day of November 1994.

Signatures of Incorporators: *(Affixed on the original document on files)*

(All information competed on the original document on file.)

State of South Dakota County Of Pennington

On this the 26th day of November, 19 94, before me personally appeared
Janet Brown, Anna Marie Thatcher, Ronald Reed, Marian Reed

known to me or satisfactorily proven to be the persons who are described in, and who executed the within instrument and acknowledged to me that they executed the same.

August 20, 1998

Darrell W. Shoemaker

My commission expires

Notary Public

Notarial Seal

Consent of Appointment by the Registered Agent

Marnie L. Gould

I, _____, hereby give consent to serve as
the registered agent for The Black Hills Playhouse Alumni Association.

November 24, 1994

Affixed On Original on File

Date

Signature

Adopted at the first meeting of the BHP Alumni Association held at the Rapid City Public Library on November 26, 1994. See minutes for list of attendees.

NOTE: Attached to the original Articles on file is a signed "Letter of Consent to Use Similar Name" form from the Black Hills Playhouse, Inc.