

THE STATE EDUCATION DEPARTMENT / THE UNIVERSITY OF THE STATE OF NEW YORK / ALBANY, N.Y. 12234

F950828000375

OFFICE OF THE COUNSEL

August 22, 1995

TO: Department of State
Bureau of Corporations

FROM: Office of Counsel and
Deputy Commissioner for Legal Affairs

By: Mary L. Gammon *MLG*
Legal Assistant

State of New York }
Department of State } *ss:*

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on *Aug 28 1995*



Alexander F. Dueschler
Secretary of State



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By: Mary L. Gammon *MLG*
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SUBJECT: DI GOLDENE KEYT (THE GOLDEN CHAIN), LTD.

REFERENCE: Proposed Certificate of Incorporation

The attached document was submitted to this office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objection to its filing.

After review, it is the opinion of this office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understanding and upon the conditions set forth on the reverse side of this memorandum.

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

CERTIFICATE OF INCORPORATION

OF

DI GOLDENE KEYT (THE GOLDEN CHAIN), LTD.

Under Section 402 of the Not-For-Profit Corporation Law
IT IS HEREBY CERTIFIED THAT

1. The name of the corporation is:

DI GOLDENE KEYT (THE GOLDEN CHAIN), LTD.

2. The corporation is a corporation as defined in sub-
paragraph (a) (5) of Section 102 (Definitions) of the Not-For-Profit
Corporation Law.

3. The purpose or purposes for which the corporation is
formed are as follows:

To advance public interest in and understanding of
Yiddish culture by presenting Yiddish choral music in
performances of a high musical caliber.

To foster continued development of Yiddish culture by
providing composers with performance opportunities for
new choral works with Yiddish texts.

To preserve and promulgate Yiddish choral music through
commercially available recordings on compact discs and
cassette tapes.

To encourage choruses to sing Yiddish choral music by
producing modern editions of the music with translations
and standardized transliterations.

Nothing herein shall authorize the corporation to operate
or maintain an institution of higher learning or to grant
degrees.

To conduct any and all lawful activities which may be
useful in accomplishing the foregoing.

4. In furtherance of its corporate purposes, the corporation
shall have all the general powers enumerated in Section 203 of the

Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.

5. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-For-Profit Corporation Law, Section 404(b) - (v).

6. The corporation shall be a Type B corporation pursuant to section 201 of the Not-For-Profit Corporation Law.

7. The names and addresses of the initial directors of the corporation are as follows:

Rosalyn Newman
3300 South Ocean Boulevard, Apt. 402N
Palm Beach, Florida 33480

Frank Stella, Jr.
305 Northern Boulevard
Great Neck, New York 11021

Mark Zuckerman
16 Farm Lane
Roosevelt, New Jersey 08555

8. Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

9. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of

the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, 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.

10. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

11. In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purposes, subject to an order of a Justice of the Supreme Court of the State of New York.

12. In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1954, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage

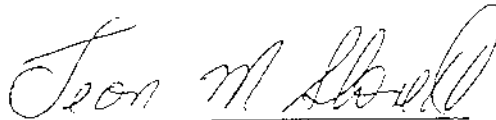
in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

13. The office of the corporation is to be located in the County of New York.

14. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Mark Zuckerman
250 West 19th Street, Apt. 6G
New York, New York 10011

IN WITNESS WHEREOF, the undersigned incorporator being at least eighteen years of age affirms this 9th day of August, 1995, that the statements made herein are true under the penalties of perjury.



Jean M. Sherett
c/o XL CORPORATE & RESEARCH
SERVICES, INC.
62 White Street
New York, New York 10013