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STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
ARTICLES OF INCORPORATION

11-28-89 at 1989 NOV 28 P 8:57
INTERNATIONAL COSTUMERS GUILD, INC.

A
THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Gregory M. Burgee, whose post office address is 30 West Patrick Street, 6th Floor, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: International Costumers Guild, Inc.

THIRD: That the purposes for which the Corporation is formed and the objects to be promoted by it are as follows:

(a) To promote the educational, cultural, literary, artistic and theatrical advancement of costume design and construction of all types, and the influence of costume (clothing), fabrics and design upon societies and cultures, as well as the effects of the mores of societies and cultures upon the choice of costume design, colors and fabrics in the community-at-large and to promote public goodwill toward the costuming community by providing informational, technical and research assistance to schools, theatrical groups and other public institutions and organizations, and by providing a public forum for the discussion of costume, clothing and other related subjects through publications, conferences and other special projects and activities.

(b) To carry on educational and charitable purposes, including for such purposes as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for such charitable and educational purposes, all for the public welfare and for no other purposes and to that end to take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as

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shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in the furtherance of exempt purposes.

(c) 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 this Article THIRD. 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 provisions 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 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

(d) To have all the powers conferred upon a corporation by the laws of the State of Maryland, except as herein provided and as may be forbidden by the By-Laws of the Corporation or where any such powers related to corporations generally are inconsistent with the purposes specifically set forth herein and, in this regard, it is specifically provided that no part of the net earnings of the Corporation shall inure to the benefit of any individual member or members. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as the same now exists, or as it may be amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is P.O. Box 194, 3850 Twin Arch Road, Mount

Airy, Carroll County, Maryland 21771. The name and post office address of the resident agent of the Corporation in Maryland is Kathryn J. Condon, P.O. Box 194, 3850 Twin Arch Road, Mount Airy, Carroll County, Maryland. Said resident agent is an adult citizen of Maryland and presently resides therein.

FIFTH: The Corporation is not organized for profit and is not authorized to issue capital stock, and the conditions of membership shall be as provided in the By-Laws of the Corporation, as the same may be amended from time to time. No person shall be denied membership in the Corporation or participation in any of its activities because of race, sex, religion, age or national origin.

SIXTH: The property of the Corporation shall be held and its business and affairs shall be managed and controlled by a Board of Directors. The number of the Board of Directors shall be such as from time to time may be fixed in the By-Laws of the Corporation, but in no case shall the number be less than three (3). Members of the Board of Directors shall be members of the Corporation, unless otherwise required by the By-Laws of the Corporation. The Board of Directors shall be elected by the members at the annual meeting of the Corporation, to be held on such date as the By-Laws may provide, and shall hold office for such terms as may be prescribed in the By-Laws or until their successors are respectively elected and qualified. The names of the members of the Board of Directors who shall act until the first annual meeting of members, or until their successors are duly chosen and qualify, are Susan Stringer, Janet Wilson, Sharon Palmer, Barbara Scofield, Elizabeth Weiner, Pierre Pettinger, Jr., Capucine R. Plourde, Steven Carter, Denise Girardeau, Animal X, Greg Bradt, Pati Cook and Katherine F. Jepson.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: No part of the income 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 affecting one or more of its purposes), 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. In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1986 as the same now exists or as it may be amended from time to time.

NINTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organizations

(as defined by the Internal Revenue Code) of this or any other State, having similar or analogous purpose or character in some way associated with or connected with the corporation to which the property previously belonged.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 27th day of November, 1989.

WITNESS:

Amanda J. Linthicum
Amanda J. Linthicum

Gregory M. Burgee (SEAL)
Gregory M. Burgee

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 27th day of November, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gregory M. Burgee, who acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal on the day and year first above written.

Amanda J. Linthicum
Amanda J. Linthicum
NOTARY PUBLIC

My Commission Expires:
July 1, 1990