

CERTIFICATE OF INCORPORATION

OF

OPERA SINGERS INITIATIVE, LTD.

Under Section 402 of the Not-for-Profit Corporation Law

Under Section 402 of the Not-for-Profit Corporation Law, the undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-For-Profit Corporation Law of the State of New York, hereby states:

FIRST: The name of the corporation is OPERA SINGERS INITIATIVE, LTD., (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York.

THIRD: The Corporation is a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purposes for which the Corporation is formed are exclusively charitable as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes of the Corporation are as follows:

- (a) To advance the public interest in and understanding of classical music and opera;
- (b) To provide educational services and financial support for young opera singers nationally and internationally through grants and scholarships by conducting classes and workshops for the development of new

classical musicians and opera singers and by funding the following projects:

- (i) Scholarships to attend a university, music program, or conservatory for music performance in opera or the like,
 - (ii) Voice lessons and coaching sessions for young opera singers,
 - (iii) Rental space for practice or performance,
 - (iv) Professional vocal recordings,
 - (v) Acting lessons, and
 - (vi) Marketing and media relations classes or workshops to pursue an opera career;
- (c) To encourage and develop teaching resources;
- (d) To conduct training for teachers, artists, students, parents and the general public;
- (e) To conduct classes and workshops for the development of the public performance of new and existing works;
- (f) To conduct any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment or attainment of the foregoing purposes, which activities would not endanger its not-for-profit status; and
- (g) To conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporations, within the meaning of Section 501(c)(3) of the Code.

Nothing herein shall authorize the corporation to operate or maintain a charter school, a nursery school, an elementary school or a secondary school.

Nothing herein shall authorize the corporation to operate a college or university or to advertise or offer credit-bearing courses or degrees in New York State.

FIFTH: In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law and such other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants and contributions for any corporate purpose.

SIXTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for the one or more purposes, as specified in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

SEVENTH: The Corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, director, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

EIGHTH: No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code (or the corresponding provision of any future United States Internal Revenue law)), and the Corporation shall not participate in, or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

NINTH: In the event of dissolution, all the assets and property of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed to one or more organizations whose purposes are exclusively educational, literary, cultural, scientific and/or charitable, and which organization or organizations shall qualify as exempt at such time under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), subject to the approval of a Justice of the Supreme Court of the State of New York.

TENTH: If at any time the Corporation is determined to be other than an organization described in Section 509(a)(1), (2) or (3) of the Code, it shall, to the extent applicable, comply with Section 508 of the Code (or the corresponding provision of any future United States Internal Revenue law) insofar as such Section:

- (a) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

- (b) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (c) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;
- (d) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (e) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

ELEVENTH: The office of the Corporation is to be located in the County of New York, State of New York.

TWELFTH: A Board of Directors, the number of which is to be no less than three, shall operate the Corporation.

THIRTEENTH: The names and post office addresses of the three initial directors until its organizational meeting are as follows:

NAME	ADDRESS
Anna Lenhardt	McKinsey & Company 55 East 52 nd Street, 15 th Floor New York, NY 10055
Andy Carrano	BDO Seidman LLP 330 Madison Avenue New York, NY 10017
William R Lee III	Newmark Knight Frank 125 Park Ave 14 th Floor New York, NY 10017

FOURTEENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him is: Anna Lenhardt, 313 E 78th Street, Apt 1D, New York NY 10075.

FIFTEENTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed
and the statements made herein are affirmed as true under the penalties of perjury this 29
day of October, 2007.

Signed:



Anna Lenhardt
Sole Incorporator
313 East 78th Street, Apt. 1D
New York, NY 10075

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(Under Section 402 of the Not-for-Profit Corporation Law)

Filed by:
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