

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02 BUSINESS CODE 04



Close _____ Stock _____ Nonstock

P.A. _____ Religious _____

Merging (Transferor) _____

ID # D07670458 ACK # 1000361989090190
LIBER: B00585 FOLIO: 0325 PAGES: 0004
THE AUDREY HERMAN SPOTLIGHTERS THEATRE,
INC.

Surviving (Transferee) _____

11/21/2003 AT 02:56 P WO # 0000816070

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: 20
Expedite Fee: 30
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Other: _____
TOTAL FEES: 170

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s)

Credit Card _____ Check Cash _____

Code 007

_____ Documents on _____ Checks

Attention: _____

Approved By: 14

Mail to Address: _____

Keyed By: _____

COMMENT(S):

CUST ID: 0001252275
WORK ORDER: 0000816070
DATE: 11-21-2003 02:56 PM
PMT. PAID: \$170.00

Stamp Work Order and Comments

**ARTICLES OF INCORPORATION
OF
THE AUDREY HERMAN SPOTLIGHTERS THEATRE, INC.**

FIRST: I, Robert W. Russell, whose post office address is 5129 Rondel Place, Columbia, Maryland 21044, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (the "Corporation") is: "THE AUDREY HERMAN SPOTLIGHTERS THEATRE, INC." R

THIRD: The purposes for which the Corporation is formed are:

(a) To own, operate and manage a theatre, on a non-profit basis, exclusively for charitable, educational, cultural and other non-profitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

(b) To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, to the extent such actions are permitted to be taken by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

FOURTH: 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 Third.

FIFTH: The post office address of the principal office of the Corporation in this State is 5129 Rondel Place, Columbia, Maryland 21044. The name and post office address of the resident agent of the Corporation in Maryland are Robert W. Russell, 5129 Rondel Place, Columbia, Maryland 21044. /
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SIXTH: The Corporation is not organized for profit; and it shall have no capital stock and shall not be authorized to issue capital stock.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than one (1). The names of the directors who shall act until their successors are duly elected and qualify are:

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Robert W. Russell
Jonathan E. Claiborne
William Heman

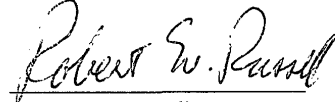
EIGHTH: In the event of the liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more domestic corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's directors; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code.

NINTH: The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same is not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or the United States.

TENTH: The Corporation shall have the power to indemnify, by express provision in its Bylaws, any one or more of the following classes of individuals: (1) present or former directors of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profit sharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust, or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule, or regulation of similar import.

ELEVENTH: To the full extent permitted under the Maryland General Corporation Law as in effect on the date hereof, or as hereafter from time to time amended, no director or officer shall be liable to the Corporation or to its members for money damages for any breach of any duty owed by such director or officer to the Corporation or any of its members. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director or officer or former director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

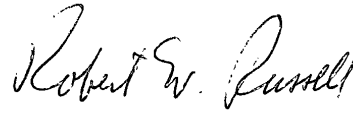
IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 8th day of November, 2003.



Robert W. Russell
Incorporator

1523982

I, ROBERT W. RUSSELL, HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.



Robert W. Russell

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