

**ARTICLES OF INCORPORATION  
OF  
BARNESVILLE STATE THEATER COMPANY  
(the “Corporation”)**

**EXHIBIT A**

- THIRD:** The purpose for which the Corporation is formed shall be:
- PURPOSE** To be organized and at all times operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the “Code”).
- To restore and preserve the Barnesville State Theater building, integrating essential renovations, and to administer and supplement the expense of the Barnesville State Theater as a permanent, fully-functioning multi-service theater arts facility available to all.
- To the extent consistent with the foregoing, to be engaged in any lawful act, activity or business not contrary to and in which a public benefit nonprofit corporation may be engaged under the laws of the State of Ohio.
- FOURTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.
- RESTRICTIONS** Notwithstanding anything to the contrary in these Articles of Incorporation:
- No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code.
- The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- The Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(3) of the Code or to which charitable contributions may be deducted pursuant to sections 170, 2055 or 2522 of the Code.
- FIFTH:** The Directors shall, for purposes of any statute or rule of law relating to this Corporation in particular, be taken to be the Members of the Corporation and shall have all rights and privileges of Members conferred by the laws of the State of Ohio.
- MEMBERS**

SIXTH: The Corporation shall be controlled and managed under the direction of a Board of Directors (“Board”).

BOARD OF  
DIRECTORS

SEVENTH: Upon the dissolution of the Corporation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board; provided, however, that any such organization shall be exempt from federal income taxation under section 501(c)(3) of the Code.

DISSOLUTION

EIGHTH: Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.

AMENDMENT