

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 11, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

ET-07

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CERTIFICATE OF INCORPORATION
OF
SINGSTRONG, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW OF
THE STATE OF NEW YORK

FIRST: The name of corporation is: SingStrong, Inc.

SECOND: That the corporation is a corporation as defined in subparagraph (a)(5) of section 102 of the New York Not-for-Profit Corporation Law (the "Act").

THIRD: The corporation is organized exclusively for the purposes of (i) educating the public about the arts, with a focus on a cappella music, (ii) championing the arts by organizing a cappella concerts and other exhibitions of art representing a diversity of geographic and cultural styles, (iii) strengthening the community through the presentation of such concerts and exhibitions, (iv) promoting concerts and exhibitions in the service of other charitable causes, and (v) performing all other acts that are incidental to or necessary for the accomplishment of such purposes.

The foregoing corporate purposes shall not be inconsistent with or in conflict with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Section 102(a)(5) of the Act, both as now in effect or as may hereafter be amended.

The corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as its board of directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable purposes.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Act, together with the power to solicit grants and contributions for such purposes.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in the initial paragraph of this article. The corporation shall not engage in any transaction or do or permit any act or omission which shall operate to either (i) deprive it of its status as an organization that qualifies as an exempt organization

under Section 501(c)(3) of the Code to which contributions are deductible under Section 170(c)(2) of the Code, or (ii) constitute an "excess benefit transaction" within the meaning of Section 4958 of the Code.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code and any corresponding laws of the State of New York), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes within the meaning of Code Section 501(c)(3), or to the federal government, or to a state or local government, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) or bodies, as such court shall determine.

During any period of time that the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and the corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to incur tax liability under Section 4944 of the Code, or (iv) make any taxable expenditure as defined in Section 4945(d) of the Code.

The Corporation shall have no members.

Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities set forth in subparagraphs (a)-(w) of section 404 of the Act.

FOURTH: The office of the corporation is to be located in the County of _____ New York _____, State of New York.

FIFTH: The type of corporation it shall be under section 201 of the Not-For-Profit Corporation Law is type Type B .

SIXTH: The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

The names and addresses of the persons constituting the initial Board of Directors of the corporation are:

<u>Name:</u>	<u>Address:</u>
Jonathan Minkoff	529 West 42nd Street Apartment 8Z New York, NY 10036
Judy Fontana	529 West 42nd Street Apartment 8Z New York, NY 10036
Irene Minkoff	500 West 43rd Street Apartment 32E New York, NY 10036

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation 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: 529 West 42nd Street, Apartment 8Z, New York, NY 10036.

EIGHTH: Jonathan Minkoff is hereby designated as the Registered Agent of the corporation upon whom process against the corporation may be served. The post office of the Registered Agent is: 529 West 42nd Street, Apartment 8Z, New York, NY 10036.

IN WITNESS WHEREOF, I have made and signed this certificate this ___ day of _____ A.D. 2013 and I affirm the statements contained therein as true under penalties of perjury.

/s/ Joshua R. Castor
(Signature)

(Name of Incorporator)
Joshua R. Castor
Jenner & Block LLP
353 North Clark Street, Floor 37
Chicago, IL 60654-3456

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation

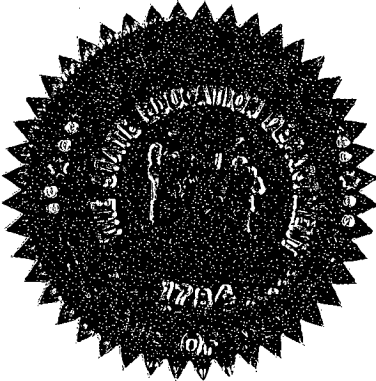
of SINGSTRONG, INC.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



JOHN B. KING, JR.
Commissioner of Education

By:

Seth D. Gilboord
Seth D. Gilboord

Commissioner's authorized designee

OCT 02 2013

Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

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RECEIVED
2013 OCT 10 PM 4:03

Certificate of Incorporation
(Title of Document)

2013 OCT 11 AM 10:00

FILED

OF

SingStrong, Inc.
(Entity Name)

Under Section 402 of the Not-for-Profit Corporation Law of The State of New York
(Law under which filing made)

RECEIVED
2013 AUG 16 PM 12:04

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 11 2013
TAXS 0
BY: par
New York

Filed by:

Joshua Castor
(Name)

353 N. Clark Street
(Mailing address)

Chicago, IL 60654
(City, State and ZIP code)

par

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