

## ARTICLES OF INCORPORATION OF

### Country Music Legends of Legends Hall of Fame

The undersigned persons do hereby associate ourselves together for the purpose of forming a nonprofit corporation, pursuant to the provisions of the Colorado Revised statutes, Title 7, articles 121-137.

Article I The name of the corporation shall be Country Music Legends of Legends Hall of Fame. The principal address of the corporation shall be 2159 Syracuse Street, Denver, Colorado 80207.

Article II The period of duration of said corporation shall be perpetual.

Article III Said corporation is organized and shall be operated exclusively for charitable, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV The business and purpose of the corporation shall be to promote, support, and preserve the history, culture, and legacy of country music.

Article V The registered agent of said corporation shall be Rodell Grant and the registered office of the corporation in Colorado, is 2159 Syracuse Street, Denver, Colorado 80207.

Article VI The name and address of the incorporator of said corporation is as follows: Rodell Grant, 2159 Syracuse Street, Denver, Colorado 80207.

Article VII No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof. No substantial part of the activities of the corporation shall be the carrying 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 provision 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

Article VIII 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 as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article IX The number of directors constituting the initial board of directors shall be three, (3). The names and addresses of the persons who are to serve as initial directors shall be as follows:

1. Rodell Grant, 2159 Syracuse Street, Denver, Colorado 80207.
2. Shiela M. Gaccetta, , 2159 Syracuse Street, Denver, Colorado 80207.
3. Robert N. Hoery, , 2159 Syracuse Street, Denver, Colorado 80207.

Article X The Corporation shall not have any members.

Article XI Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

Article XII The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

Article XIII The articles may be amended in the manner provided under the Colorado Nonprofit Corporation Act in effect at the time of amendment, and as prescribed by the corporate by-laws.

Article XIV The board of directors shall adopt the initial by-laws of the corporation. The powers to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors.

ARTICLE XV The Articles of Incorporation set forth above correctly set forth the Corporation's articles of incorporation and were adopted by unanimous vote by the Board

of Directors on April 11, 2009. The person causing this to be filed is Rodell Grant, registered agent for Country Music Legends of Legends Hall of Fame.

Please direct any and all correspondence to Rodell Grant, 2159 Syracuse Street, Denver, Colorado 80207.