

State of California



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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



MAY 0 6 2000

Bill Jones

Secretary of State

APR -6 2000

BILL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SIERRA CLASSIC THEATRE, INC.ARTICLE I.
NAME

The name of the corporation is Sierra Classic Theatre, Inc.

ARTICLE II.
PURPOSES

The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The public and charitable purposes of the corporation are: to operate a nonprofit organization to promote the understanding and appreciation of dramatic literature, and the encouragement of the dramatic arts in Mono County, California. The place where the principal office of the corporation is to be located is the City of Mammoth Lakes, Mono County, California.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on 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 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 III.
INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is Lesley E. Bruns, whose business address is P.O. Box 1454, Mammoth Lakes, CA 93546.

ARTICLE IV.
NAME OF EXISTING ASSOCIATION

The name of the unincorporated association which is being incorporated is Sierra Classic Theatre.

ARTICLE V.
INCORPORATION OF ASSOCIATION

The unincorporated association whose name is set forth in Article IV of these Articles of Incorporation is being incorporated by the filing of these Articles.

ARTICLE VI.
DIRECTORS

The corporation shall have two Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Lesley E. Bruns	P.O. Box 1454, Mammoth Lakes, CA 93546
Kristin Power	P.O. Box 9011, Mammoth Lakes, CA 93546

ARTICLE VII.
BYLAW PROVISIONS

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

(b) Members. The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws.

ARTICLE VIII.
TRUST FUNDS

The Corporation may establish one or more common trust funds for the purpose of furnishing investments to it, or to any organization, society, or corporation holding funds or property for the benefit of said Sierra Classic Theatre, Inc., or holding funds for the purpose of supporting a teacher or instructor or any building or buildings used by or owned by any of the foregoing, whether holding such funds or property as fiduciary or otherwise. Notwithstanding the provisions of any general or special law in any way limiting the right of any of the foregoing or the officers or directors thereof, as fiduciary or otherwise, to invest funds held by them, it shall be lawful for the Corporation to invest any or all of its funds or property in shares or interest of such common trust fund or trust funds; provided, that, in the case of funds or property held as fiduciary, such investment is not prohibited by the wording of the will, deed, or other instrument creating such fiduciary relationship.

ARTICLE IX.
DEDICATION AND DISSOLUTION

(a) The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director,

officer, or member thereof, or to the benefit of any private persons.

(b) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and charitable purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

(c) If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE X. LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

ARTICLE XI. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

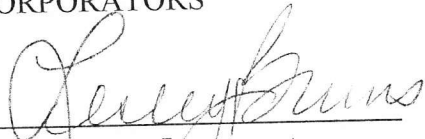
(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

(d) The Corporation shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

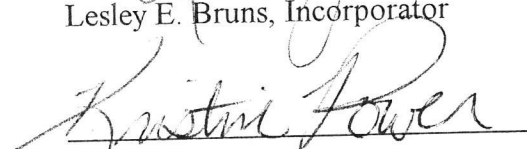
(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned being the Incorporators of Sierra Classic Theatre, Inc., and the initial Directors named in these Articles of Incorporation, have executed these Articles of Incorporation on March 29, 2000.

INCORPORATORS

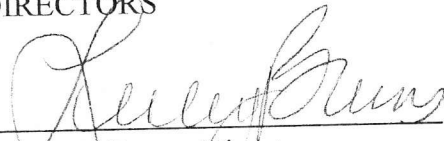


Lesley E. Bruns, Incorporator



Kristin Power, Incorporator

DIRECTORS



Lesley E. Bruns, Director



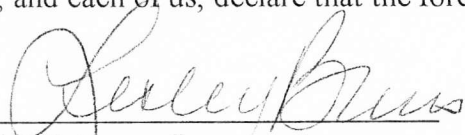
Kristin Power, Director

DECLARATION OF INCORPORATORS
[Cal. Corp. Code § 5030]

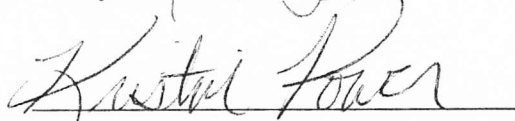
We are the persons whose names are subscribed below. We collectively are all of the incorporators of Sierra Classic Theatre, Inc. and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, jointly and severally.

Executed on March 29, 2000, at Mammoth Lakes, California.

We, and each of us, declare that the foregoing is true and correct.



Lesley E. Bruns, Incorporator

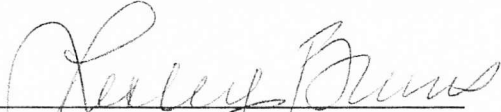


Kristin Power, Incorporator

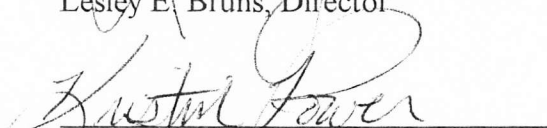
STATEMENT BY DIRECTORS OF APPROVAL OF
INCORPORATION OF SIERRA CLASSIC THEATRE

BY THE ASSOCIATION

The undersigned being directors of Sierra Classic Theatre, the unincorporated association specified in the foregoing Articles of Incorporation, state that the incorporation of said association by means of the foregoing Articles of Incorporation to which this Statement is attached has been approved by the association in accordance with its rules and procedures.



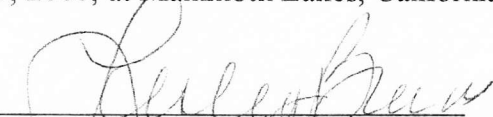
Lesley E. Bruns, Director



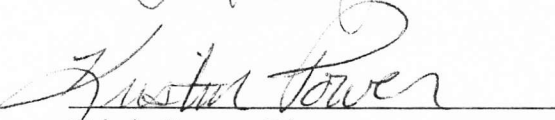
Kristin Power, Director

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing statement are true of her own knowledge and that this declaration was executed on March 29, 2000, at Mammoth Lakes, California.



Lesley E. Bruns, Director



Kristin Power, Director



SIERRA CLASSIC THEATRE, INC.
BYLAWS

ARTICLE I. NAME

The name of this organization shall be Sierra Classic Theater, Inc., hereinafter called "the Theatre".

ARTICLE II. PURPOSE AND POLICIES

Section 1.

The purpose of the Theatre is to provide quality performances to our community while continually striving to improve upon our own talents and expectations as actors, directors and general members of the Theatre community.

Section 2.

This organization is a tax exempt corporation and shall be nonprofit, nonsectarian, nonpolitical in all its policies and activities. This corporation is organized exclusively for the purposes stated above within the meaning on section 501©(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in section 501©(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section 1.

Memberships shall consist of the following categories, all of which require annual dues as stated:

Upper Balcony (Individual)	\$15
Balcony (Couple)	25
Mezzanine	60
Dress Circle	100
Orchestra	250
Box	500

Annual membership will expire at the end of the fiscal year. Members 18 and over shall be eligible to vote at all general membership meetings, serve on committees, and be election tot he Board of Directors. Each membership level shall also receive benefits as determined by the Board.

A Life Membership may also be bestowed on an individual who is deemed by the Board of Directors to have provided the Theatre with an exceptional contribution of time or their service, or who has made a donation of \$1000.00 or more.

Section 2.

At least one meeting of the general membership shall be held annually, between May 1 and July 15. Notice of this meeting shall be mailed to the members at least 30 days in advance.

Section 3.

Special meetings of the membership may be called by the Queen/King of the Board after due consultation with the Board, or as requested by a minimum of 5 members in writing to the Board at least seven days in

advance of the proposed meeting date. Members must be notified of this meeting at least three days in advance.

Section 4.

For all general membership meeting, 8 members shall constitute a quorum.

Section 5.

Proxy voting and absentee ballots shall not be allowed.

ARTICLE IV. GOVERNING BODY

Section 1.

The governing body shall be a Board of Directors, hereinafter called "the Court", consisting of 3-7 members.

Section 2.

The Court shall have complete authority regarding the policy and activities of the Theatre.

Section 3.

Directors elected at the annual membership meeting shall serve a term of three (3) years, or until their successors are elected and assume office. They shall assume office immediately upon election.

Section 4.

No more than one member of an immediate family may serve on the Court at the same time. This clause shall become effective as current terms expire.

Section 5.

Regular meeting of the Court shall be held at least once a month. Unless otherwise directed by the Court, these meetings shall be held on a Tuesday at 6:30 p.m. The schedule of meeting for the year shall be set at the first Court meeting of the year, which shall be held immediately following the annual membership meeting.

Section 6.

Special meeting of the Court may be called at any time by the Queen/King or by any two (2) Court members by phone request to the Queen/King. At least three (3) days notice shall be given for all special meetings, except in an emergency.

Section 7.

A simple majority of the Court members shall constitute a quorum.

Section 8.

Proxy voting and absentee ballots shall not be allowed. Votes by telephone shall be allowed only in the case of an emergency, and must be ratified at the next regularly scheduled Board meeting.

Section 9.

A vacancy occurring on the Court shall be filled by a majority vote of the Court. The appointee shall come from the membership, and shall complete that term.

Section 10. Court Advisory Positions.

Advisory to the Court, and having no voting powers on the Court, shall be:

- a. Any employee of the Theatre;
- b. Members of the Advisory Council, if any. The Advisory Council shall consist of members of the community who are committed to proving their support and /or resources to the Theatre. Advisory Council members shall be appointed by a majority vote of the Court for a term of one year, which is renewable. There shall be no minimum nor maximum number of Advisory Council members.

Section 11. Removal from Court.

- a. Any Court member may be removed by: a) a 2/3 vote of the entire Court, subject to ratification by a 2/3 vote of the members present at a membership meeting; or b) a 2/3 vote of the members present at a membership meeting, subject to ratification by a 2/3 vote of the entire Court.
- b. The Court member whose removal is sought shall be given the opportunity to be heard in his or her own defense, prior to any vote for removal.
- c. Any Court member who missed three (3) regularly scheduled Court meeting in one year shall be deemed to have resigned.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Nomination

Three months prior tot he date of the annual meeting, the Queen/King of the Court, with advice from and consent of the Court, shall appoint a nomination committee, consisting of five (5) Theatre members, two (2) of whom shall be from the Court. The committee shall appoint its own chairman. This committee shall present its slate for Court Members to the membership, in writing, at least 30 days prior to the annual meeting. At this meeting, further nominations may be made from the floor, provided the nominee is present or has given written consent.

Section 2. Election

- a. Election of Court members shall take place at the Annual Membership Meeting.
- b. Election of Court members shall be by ballot except where there is but one nominee for any opening, in which case the vote may be viva voce. A majority vote shall be necessary to elect.

ARTICLE VI. OFFICERS AND THEIR DUTIES.

Section 1. Officers

The officers on the Court shall be the Queen/King, Chancellor, Scribe and Minister of Finance. Officers shall be elected at the first Court meeting of the year and shall serve a term of one year.

Section 2. Queen/King

The Queen/King is the Chief Executive Officer of the Corporation, and shall

- a. preside at all meeting of the Board and/or membership, and shall vote only in the case of a tie;
- b. appoint all committee chairman, with Board approval;
- c. be ex-officio member of all committees, except the nomination committee;
- d. be one of the three authorized signers on the Theatre's bank account(s);
- e. sign legal documents approved by the Court with either the Chancellor or the Scribe;
- f. be authorized to appoint a parliamentarian.

Section 3, Chancellor

The Chancellor shall

- a. preside at meetings in the absence of the Queen/King at the request of the Queen/King, in which case he shall not vote unless in the case of a tie;
- b. be chairman of the Play Selection committee or appoint a designee as approved by the Court;
- c. be chairman of the Operations Committee and shall appoint the chairman of its subcommittees;
- d. be one of the three authorized signers on the Theatre's bank account(s)
- e. be authorized to sign legal documents with the Queen/King.

Section 4. Scribe

The Scribe shall

- a. keep an accurate record of all meeting of the Court membership;
- b. notify Court members of special meeting or changes to the regular schedule;
- c. record attendance at Court meetings and notify any Court member who has missed two meetings, and notify the Court on the occasion of the third missed meeting by any Court member;
- d. handle all correspondence not handled by the Business Manager of a committee chairman.
- e. be authorized to sign legal documents with the Queen/King.

Section5. Minister of Finance

The Minister of Finance shall

- a. be chairman of the Budget and Finance committee;
- b. prepare producer's reports for all the shows of the season;
- c. reconcile monthly bank statements.

ARTICLE VII. INDEMNIFICATION

Every person who was or is a party, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is the legal representative, is or was a director, officer, employee, or agent (including a volunteer) of the corporation, or is or was serving at the request of the corporation as a director, trustee, or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the State of California, from time to time, against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonable incurred or suffered by him or her in connection therewith. Such right of indemnification shall not be exclusive of any other right which directors,

officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any agreement, vote of members, provision of law, or otherwise, as well as their rights under these bylaws.

Expenses of directors and officers incurred in defending a civil or criminal action, suit, or proceeding by reason of any act or omission of such director or officer acting as a director or officer shall be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of the undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation.

Without limiting the application of the foregoing, the Court may cause the corporation to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee, or agent (including a volunteer) of the corporation, or is or was serving at the request of the corporation as a director, trustee, or officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of California, whether or not the corporation would have the power to indemnify such a person.

ARTICLE VIII. COMMITTEES AND THEIR DUTIES

Section 1.

The chairman of any committee shall be a member of the Theatre and shall appoint the other committee members, who must also be Theatre members.

Section 2. Standing Committees

The chairman of each standing committee shall be a member of the Court and shall be appointed by the Queen/King at the first Court meeting of the year.

The standing committees shall be:

1. Awards
2. Budget and Finance
3. Building Management
4. Long-rang Planning
5. Membership and Volunteers
6. Operations
7. Play Selection
8. Publicity
9. Resource Development

Section 3. Duties of Standing Committees

a. Awards

The Awards committee shall be responsible for producing an annual Awards Banquet and any other awards or recognition programs which may be deemed appropriate by the Court.

b. Budget and Finance

The B and F committee shall establish and monitor a general operation budget for the Theatre, and a budget for each production. The Business manager shall be a member of this committee.

c. Building Management

The Building Management committee shall be responsible for building and grounds maintenance, including, but not necessarily limited to, regular cleaning, landscape maintenance, and necessary repairs. This may include the hiring of appropriate personnel, with the approval of the Court.

d. Long-Range Planning

This committee shall investigate and recommend future directions of the Court's consideration.

e. Membership and Volunteers

This committee shall be responsible for maintaining membership and volunteer records; shall seek to increase membership and recruit volunteers; shall coordinate training of volunteers in conjunction with appropriate committee chairmen and/or knowledgeable staff and volunteers.

f. Operations

- The Box Office subcommittee shall be responsible for the sale of season tickets and individual production tickets; staffing the box office on performance dates and as required for taking reservation prior to the opening and during the run of a show.
- The House subcommittee shall be responsible for providing house staff, including house managers and ushers, for all performances.
- The Lounge subcommittee shall be responsible for recruiting and scheduling art exhibits.

g. Play Selection

The Play Selection committee shall consist of at least four (4) members, with a maximum of two Court members. This committee shall recommend the upcoming season's slate to the Court no later than the March Court meeting. The proposed slate shall be accepted by a majority vote of the Court.

h. Publicity

Publicity committee shall be responsible for publicizing the activities of the Theatre through the use of whatever media are available, with the approval of the Court.

i. Resource Development

This committee shall investigate and implement fund-raising activities, with the approval of the Court.

Section 4. Special Committees

Special Committees may be created by the Queen/King after consultation with the Court, by appointing a Committee Chairman, who will then appoint other members.

ARTICLE IX. EMPLOYEES

The Court shall employ a Business Manager, and may hire any other employees as needed for the operation of the Theatre. All employees shall report directly to the Court, which shall have authority to determine job descriptions, pay, and work schedules.

ARTICLE X. FINANCING

Section 1.

The fiscal year of the Theatre shall be August 1 to July 31.

Section 2.

There shall be only one commercial checking account of the Theatre except by express resolution of the Court. All checks, drafts, withdrawals, and disbursements issued in the name of the Theatre shall be signed by any two of the following: Queen/King, Chancellor, and the Minister of Finance.

Section 3.

All moneys in the name and to the credit of the Theatre shall be deposited with the commercial checking account of the Theatre. All other valuables in the name and to the credit of the Theatre shall be deposited as determined by the Court.

Section 4.

The Business Manager shall maintain a petty cash fund not to exceed two hundred dollars (\$200.), from which normal or emergency cash expenditures may be made.

Section 5.

No extension of the Theatre's credit, either in the normal course of Theatre business or otherwise, shall be made without the prior approval of the Court, obtained at a regular or special meeting.

Section 6.

The Business Manager shall keep the books of account open for the inspection upon written demand of any member, at a reasonable time and for a reasonable purpose. Such inspection may be made in person, or by an attorney or agent, and shall include the right to make excerpts. The Business Manager shall prepare a monthly financial report for the Court.

Section 7.

The Court shall receive an annual compiled financial statement and may request a year-end audit or review.

ARTICLE XI. DISSOLUTION

This Theatre may be dissolved only by a 2/3 vote of the entire Court, subject to ratification by a 2/3 vote of the members present at a meeting of the membership. A proposal to dissolve must be presented in writing at least thirty (30) days prior to the voting.

Upon the dissolution and winding up of the Theatre, after paying or adequately providing for the debts and obligations of the Theatre, the remaining assets shall be distributed to one or more nonprofit theater group(s), chosen by a majority vote of the Court, each of which must be organized and operated exclusively for the purposes specified in section 501©(3) of the Internal Revenue Code and have established its tax-exempt status under that code.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by a 2/3 vote of the entire Court subject to ratification by a 2/3 vote of the members present at a membership meeting. All amendments must be presented in writing at least ten (10) days prior to the voting.