**Articles of Incorporation
of
UrbanArias, Inc.**

**A Nonprofit Corporation**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

**Article 1**

The name of this corporation is UrbanArias, Inc.

**Article 2**

The corporation shall have no members.

**Article 3**

The directors of the corporation shall elect their successors.

**Article 4**

The name of the corporation’s initial registered agent is Peter Owen, an individual who is a resident of Virginia and an initial director of the corporation.

**Article 5**

The corporation’s initial registered office address is:

 1322 North Adams Court

 Arlington, Virginia 22201

The registered office is physically located in the County of Arlington.

**Article 6**

The initial directors are as follows:

Susan Derry, President 15604 Marathon Circle #301 North Potomac, Maryland 20878

Jason Rylander, Treasurer 4810 North 13th St.  Arlington, Virginia 22205

Peter Owen, Secretary 1322 North Adams Court, Arlington, Virginia 22201

**Article 7**

The specific purposes for which this corporation is organized are to establish a musical organization to educate the general public regarding contemporary and other forms of opera, and to foster an appreciation for the same, through public performances, seminars, lectures, exhibits and any and all other appropriate means.

This corporation is organized and operated exclusively for educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

**Article 8**

The property of this corporation is irrevocably dedicated to educational purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Incorporator:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Peter Owen, Secretary