

**ARTICLES OF INCORPORATION OF
THE PUPPET GUILD OF GREATER ST. LOUIS, INC.**

A GENERAL NOT FOR PROFIT CORPORATION

HONORABLE JUDITH K. MORIARTY
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO 65102

We the undersigned,

	<u>NAME</u>	<u>NUMBER/STREET</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>
1.	Larry P. Gilleland	1802 Creekview	O'Fallon	IL	62269
2.	Laurel L. Heard	1336 Hilltop Dr.	Olivette	MO	63132
3.	Thomas D. Bonham	2343 Hickory	St. Louis	MO	63104

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Law" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is The Puppet Guild of Greater St. Louis

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The address of its initial Registered Office in the State of Missouri is 714 Locust Street, St. Louis, MO 63101, and the name of its initial Registered Agent at said address is Terrance J. Good.

ARTICLE IV

The first of Board of Directors shall be three (3) in number, their names and addresses being as follows:

	<u>NAME</u>	<u>NUMBER/STREET</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>
1.	Larry P. Gilleland	1802 Creekview	O'Fallon	IL	62269
2.	Laurel L. Heard	1336 Hilltop Dr.	Olivette	MO	63132
3.	Thomas D. Bonham	2343 Hickory	St. Louis	MO	63104

Thereafter, the number of directors, shall be fixed by the Bylaws or in such manner as provided in the Bylaws; provided, however, that the number of directors shall not be reduced below three (3).

ARTICLE V

The corporation shall not have stockholders but shall have members, with specific rights and obligations defined below.

Membership shall be open to any person or group of persons interested in promoting the corporation's purpose, subject to payment of annual dues. There shall be four (4) classes of membership: Adult [Individual], Family, Junior, and Life.

ARTICLE VI

The corporation is a chartered guild of the Puppeteers of America, Inc. The purposes for which the corporation is organized are exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and particularly to promote puppetry through workshops, performances, and public exhibitions. Nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not-for-profit corporation organized under the laws of the State of Missouri nor to engage in any activity not approved by Section 501(c)(3) of the Internal Revenue Code, as amended, or any successor therein.

ARTICLE VII

The corporation is not organized for a pecuniary profit and it shall not have any power to issue certificates of stock or declare dividends. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or any other private person except that the corporation shall be authorize and empowered to pay reasonable compensation for reasonable services rendered and make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

ARTICLE VIII

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the aforesaid purposes for which it is organized. In general, the corporation shall have the power to exercise any, all and every power which a non-profit corporation organized under the General Not For Profit Corporation Law of the State of Missouri, as it may be amended from time to time, can be authorized to exercise, but no other power. No substantial part of the activities of the corporation shall be the carrying on of Propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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, as amended, or by (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities and obligations of the corporation, dispose of all 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, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine.

[signed & notarized]

Larry P. Gilleland, Incorporator

Laurel L. Heard, Incorporator

Thomas D. Bonham, Incorporator