

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, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE OF INCORPORATION

OF

NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS INC.

(Pursuant to the Membership Corporations Law.)

We, the undersigned, desiring to form a membership corporation, pursuant to the Membership Corporations Law, do hereby certify as follows:

1. The name of the proposed corporation is
NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS INC.

2. The purposes for which it is formed are:

To establish closer relationship between community and other music schools and serve as a research group to keep in touch with changing trends and policies of music development; to report these findings to members of the corporation and to stimulate new leadership to meet the changing demands.

To acquire property for the corporate purposes by grant, gift, purchase, devise or bequest, and to hold and to dispose of the same, subject to such limitations as are prescribed by statute.

To carry on all or any of its activities and to purchase or acquire, hold and dispose of such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs, in any of the States, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

Nothing herein contained shall authorize this corporation to establish a school.

5862-132-1

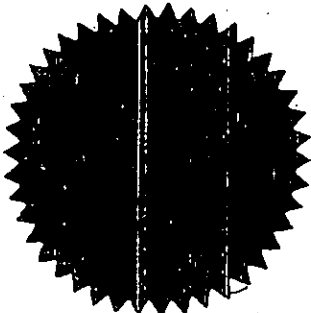
- 3. The territory in which the operations of the corporation will principally be conducted is the State of New York.
- 4. The office of the corporation shall be located in the City of New York, County of New York and State of New York.
- 5. The number of directors shall be not less than five nor more than thirty.
- 6. The names and residence addresses of the persons constituting the Board of Directors until the first annual meeting of the Corporation are:

Names	Residence Address
Miss Marguerite Andrews	Hotel Parkside, -18 Gramercy Park, N. Y. City
Mr. Howard Whittaker	1125 Magnolia Drive Cleveland 6, Ohio
Miss Eleanor S. White	311 East 72nd Street New York 21, N. Y.
Miss Grace Spofford	8 Pitt Street New York 2, N. Y.
Mrs. Emily McCallip Adler	Cherry Hill R.D. #2 Conshohocken, Penn.

7. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and at least one of the persons named as directors is a citizen of the

5-6-139-2

The State of Ohio, }
Cuyahoga County } ss.



I, LEONARD F. FUERST, Clerk of the Court of Common Pleas, a Court of Record of Cuyahoga County, aforesaid:

Do hereby Certify that, Edith B. Leary

before whom the annexed acknowledgment, oath, affidavit, was taken, was as the date thereof a NOTARY PUBLIC, in and for said County, duly authorized by the laws of Ohio to take the same, also to make acknowledgments, affidavits and proofs, of deeds or conveyances for land, tenements or hereditaments situated and lying in said State of Ohio, and further that I am well acquainted with his handwriting and believe his signature thereto is genuine, and that the annexed instrument is executed according to the laws of the State of Ohio.

Commission expires June 30 - 1956

In Testimony Whereof, I hereunto subscribe my name and affix the seal of said Court, at Cleveland, Ohio, this 8 day of Dec A. D. 1958

No. T 9957

CLERK

586939-4

United States and a resident of the State of New York

IN WITNESS WHEREOF, we have made, signed and acknowledged this certificate.

Dated, this 30th day of ~~October~~^{November}, 1953.

Louis Howard Whittaker, Jr.

Marquante Andrews,

Clarence Stanley White

Grace Spafford

Mabel B. Worth

State of ~~New York~~^{Ohio})
County of ~~New York~~^{Cuyahoga}) ss.:

On this 30th day of ~~October~~^{November}, 1953, before me personally came Louis Howard Whittaker, Jr.

and _____ to me known and known to me to be the individual described in and who executed the foregoing instrument and they severally acknowledged to me that he execute the same.

Edith B. Terry
Notary Public

EDITH B. TERRY, Notary Public
My Commission Expires June 30, 1956

State of New York)
County of New York) ss.:

On this 8th day of January, 1954, before me personally came Marguerite Andrews to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to me that she executed the same.

STATE OF NEW YORK
Notary Public
NY Code of Civil Procedure
Title 13, Section 1301, 1954

Henry L. Lofowitz
Notary Public

State of NY)
County of NY) ss.:

On this 18th day of January, 1954, before me personally came Eleanor ^{STANLEY} White to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to me that she executed the same.

Henry L. Lofowitz
Notary Public

State of New York)
County of New York) ss.:

On this 8th day of January, 1954, before me personally came Grace Spofford to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to me that she executed the same.

STATE OF NEW YORK
Notary Public
NY Code of Civil Procedure
Title 13, Section 1301, 1954

Henry L. Lofowitz
Notary Public

5869 139-5

Commonwealth of Massachusetts
Middlesex, ss. Clerk's Office of
DISTRICT COURT OF NEWTON

I, **Walter F. Slattery** of Newton, in said County
duly qualified and sworn as clerk of the District Court of Newton, for and within said County and
Commonwealth, dwelling in Newton, in said County, said Court being a Court of record with a seal
which is hereto affixed, the records and seal of which Court I have the custody, do herein and hereby,
in the performance of my duty as said Clerk, certify and attest that **John J. White**

before whom the annexed affidavit proof or acknowledgment was taken and
subscribed, is-a **Notary Public**

for, within, and
including the whole of said Commonwealth, duly appointed, commissioned,
qualified, sworn and authorized by the laws of said Commonwealth to act as
such; and also duly authorized by the laws of said Commonwealth to take
affidavits and certify proofs of acknowledgments of deeds of conveyances for
lands, tenements, hereditaments, lying and being in said Commonwealth; in
any part thereof and to be recorded therein, wherever situated, and however
bounded, that he was at the time of taking the affidavit, proof or acknowledg-
ment, hereto annexed, such **Notary Public**

that due faith and credit are and ought to be given to his official acts; that I
am well acquainted with his signature and handwriting, and I verily believe
that the signature to the said affidavit, proof or acknowledgment is genuine,
and further, that the annexed instrument is executed and acknowledged ac-
cording to the laws of said Commonwealth.

Witness my hand and the seal of said Court of Newton, in said County
and Commonwealth, this **3rd** day of **December**
A. D. 1953.

Walter F. Slattery

Clerk.

5634-139-7

Commonwealth of Massachusetts
Middlesex, ss. Clerk's Office of
DISTRICT COURT OF NEWTON

I, Walter F. Slattery of Newton, in said County
duly qualified and sworn as clerk of the District Court of Newton, for and within said County and
Commonwealth, dwelling in Newton, in said County, said Court being a Court of record with a seal
which is hereto affixed, the records and seal of which Court I have the custody, do herein and hereby,
in the performance of my duty as said Clerk, certify and attest that John J. White

before whom the annexed affidavit proof or acknowledgment was taken and
subscribed, is a Notary Public

for, within, and
including the whole of said Commonwealth, duly appointed, commissioned,
qualified, sworn and authorized by the laws of said Commonwealth to act as
such; and also duly authorized by the laws of said Commonwealth to take
affidavits and certify proofs of acknowledgments of deeds of conveyances for
lands, tenements, hereditaments, lying and being in said Commonwealth; in
any part thereof and to be recorded therein, wherever situated and however
bounded, that he was at the time of taking the affidavit, proof or acknowledg-
ment, hereto annexed, such Notary Public

that due faith and credit are and ought to be given to his official acts; that I
am well acquainted with his signature and handwriting, and I verily believe
that the signature to the said affidavit, proof or acknowledgment is genuine,
and further, that the annexed instrument is executed and acknowledged ac-
cording to the laws of said Commonwealth.

Witness my hand and the seal of said Court of Newton, in said County
and Commonwealth, this 3rd day of December
A. D. 1953.

Walter F. Slattery

Clerk.

509-72-7

State of *Mass*
County of *Middlesex*

On this *3rd* day of *December*, 1953, before me personally came *Mabel B. Worth* to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to me that she executed the same.

John J. White
Notary Public

My Commission expires May 14, 1960

5862-139-6

State of New York)
County of New York) ss.:

ELEANOR STANLEY WHITE, being duly sworn, deposes and says that she is one of the incorporators of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC.; that she is a citizen of the United States and a resident of the State of New York

Sworn to before me this
18th day of ~~October~~ ^{January}, 1954.

Maurice [Signature]

Eleanor Stanley White

Notary Public with Seal of Office
Commission Expires March 31, 1957

State of New York)
County of New York) ss.:

JOHN MONCRIEFF, being duly sworn, deposes and says:

That he is attorney for Louis Howard Whittaker, Jr.,

Marguerite Andrews, Eleanor Stanley White,

Grace Spofford and Mabel B. Worth

the parties who have signed the foregoing certificate of incorporation; that to the best of his knowledge and belief, no previous application for incorporation of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS INC. has heretofore been made by said incorporators or any of them.

Subscribed and sworn to
before me this 18
day of ~~October~~ ^{January}, 1954

John Moncrieff

ROSE CRYSTAL
Notary Public, State of New York
No. 22667126
Qualified in this County
Cert. Filed in State Dept. & Register
Cert. Filed in N.Y. Co. Clerk's & Register
Terms Expires March 30, 1957

5869-139-9

State of Mass)
County of Suffolk) SS.:

Louis Howard Whittaker, Jr., Marguerite Andrews,
Eleanor Stanley White, Grace Spofford and Mabel B. Worth

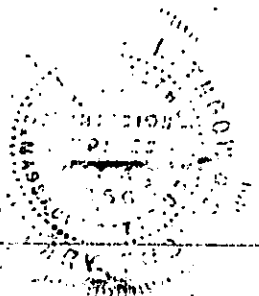
being first duly sworn depose and say they constitute all of the subscribers of the attached certificate of incorporation of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS INC. That the said certificate is for the incorporation of an existing unincorporated association of the same name, and (a) that the purposes set forth in such certificate are the same as those of the unincorporated association, and furthermore, (b) that the subscribers of such certificate constitute a majority of the members of a committee authorized to incorporate such association, by vote as required by the organic law of the association for the amendment of such organic law.

Louis Howard Whittaker, Jr.
Marguerite Andrews,
Eleanor Stanley White
Grace Spofford
Mabel B. Worth

Sworn to before me
this 26th day of
February, 1954.

Francis T. Lithgow

Francis T. Lithgow
NOTARY PUBLIC
My commission expires May 4, 1956



5862139.9

I, _____, a Justice of
the Supreme Court in New York County, hereby approve the fore-
going certificate of incorporation of NATIONAL GUILD OF
COMMUNITY MUSIC SCHOOLS INC. and consent that the same be
filed.

Maxwell

Justice of the Supreme Court of
the State of New York

Dated, New York
~~October~~ 12, 1954
MARCH

5-86-139 - 11

The Commonwealth of Massachusetts

EDWARD J. CRONIN
Secretary of The Commonwealth

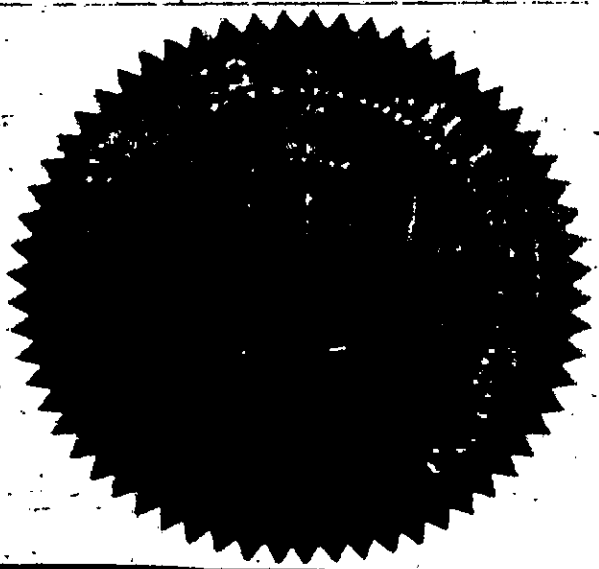
H 3178

Boston, *March 10* 19*54*

I hereby certify. That at the date of the attestation hereto annexed,

Francis J. Lathrop

whose name is signed to the attached certificate of acknowledgment, proof or affidavit, was at the time of taking such acknowledgment, proof or affidavit, a NOTARY PUBLIC for the said Commonwealth duly commissioned and sworn; that to ~~the~~ acts and attestations as such, full faith and credit are and ought to be given in and out of court; that as such Notary Public ~~he~~ was by law authorized to take the same, to take depositions; to administer oaths and take acknowledgments of deeds or conveyances of lands, tenements or hereditaments and other instruments throughout the Commonwealth to be recorded according to law; that I have compared ~~his~~ signature to the annexed attestation with the original on file in this office, and verily believe it to be genuine. I further certify that the impressions of the seals of Notaries Public are not required by law to be filed in this office.



In testimony of which, I have hereunto affixed the Great Seal of the Commonwealth the date above written.

Edward J. Cronin

EDWARD J. CRONIN

Secretary of the Commonwealth

586 139-10

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 10, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

882082

CERTIFICATE OF TYPE OF
NOT-FOR-PROFIT CORPORATION
OF
NATIONAL GUILD OF COMMUNITY
MUSIC SCHOOLS, INC.

Under Section 113 of the Not-For-Profit Corporation Law

WE, THE UNDERSIGNED, Harris Danziger and Kenneth A. Wendrich, being respectively the President and the Secretary of National Guild of Community Music Schools, Inc., hereby certify:

1. The name of the corporation is NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC.
2. The Certificate of Incorporation of said Corporation was filed by the Department of State on the 26th day of February, 1954.
3. The law under which it was formed is The Membership Corporations Law.
4. The post office address to which the Secretary of State shall mail a copy of any notice required by law is c/o Turtle Bay Music School, 244 E. 52nd Street, New York, N.Y. 10022.
5. That under Section 201 of the Not-For-Profit Corporation Law, it is a Type B Not-For-Profit Corporation as defined in said law.

B

IN WITNESS WHEREOF, we have signed this Certificate on the Eighth day of January, 1971, and we affirm the statements contained therein as true under penalties of perjury.

Harris Danziger
Harris Danziger, President

Kenneth A. Wendrich
Kenneth A. Wendrich, Secretary

M

in work

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2/26/54

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D

OF

NOT-FOR-PROFIT CORPORATION

CERTIFICATE OF TYPE OF

NATIONAL GUILD OF COMMUNITY
MUSIC SCHOOLS, INC.

Under Section 113 of the
Not-For-Profit Corporation Law

882082-2

STATE OF NEW YORK
DEPARTMENT OF STATE
JAN 14 1971
FAX & TELETYPE UNIT
Done

Secretary of State

31 Only
Type B

FRANKENTHALER AND KOHN
ATTORNEYS AND COUNSELLORS-AT-LAW
120 BROADWAY
NEW YORK, N. Y. 10005

2

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 10, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State



The University of the State of New York

STATE OF NEW YORK:
: SS.
COUNTY OF ALBANY :

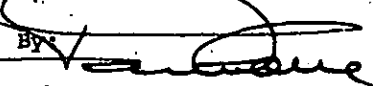
A 240653

Consent is hereby given pursuant to the provisions of Section 216 of the Education Law to the amendment and to the change of name of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC. to NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC. as set forth in the certificate of amendment pursuant to Section 804 of the Not-For-Profit Corporation Law.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 6th day of May, 1975.

Ewald B. Nyquist
Commissioner of Education

By:


Robert D. Stone
Counsel and
Deputy Commissioner
for Legal Affairs



CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
NATIONAL GUILD OF COMMUNITY MUSIC
SCHOOLS, INC. UNDER SECTION 803
OF THE NOT-FOR-PROFIT CORPORATION LAW.

We, the undersigned, KENNETH WENDRICH and HELEN TUNTLAND, being respectively the Acting President and Secretary of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC., hereby certify:

1. The name of the corporation is NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC.
2. The Certificate of Incorporation of said corporation was filed on April 5, 1954 in the Department of State.
3. The corporation was formed under the Membership Corporation Law of the State of New York. NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC. is a corporation as defined in subparagraph A (subdivision 5) of Section 102 of the Not-For-Profit Law and is a type B corporation under Section 201 of the said Law.
4. The present post office address within the State to which the Secretary of State shall mail a copy of any notice required by law is c/o Turtle Bay Music School, 244 East 52nd Street, New York, N.Y. 10022.
5. The Certificate of Incorporation of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC. is hereby amended to (a) effect a change in the corporate name pursuant to Section 801(b) of the Not-For-Profit Corporation Law and it should read NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC.; (b) change the post office address mentioned in Paragraph 4 to 200 West 57th Street, New York, N.Y. 10019.
6. The manner in which this amendment to the Certificate of Incorporation of NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS, INC. was authorized was by the consent of the majority of the members of the Board of Directors voting in person at a meeting duly called

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and held for that purpose on the 1st day of December, 1974. No consents were annexed to the Certificate of Incorporation and the consent of the Education Department of the State of New York is annexed to this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed the certificate this 10th 15th day of April, 1975.

Kenneth Wendrich
KENNETH WENDRICH

Helene C. Tuntland
HELEN TUNTLAND

CONNECTICUT
STATE OF ~~NEW YORK~~
COUNTY OF ~~NEW YORK~~)
NEW HAVEN) SS.:

KENNETH WENDRICH, being duly sworn, deposes and says that he is one of the individuals described in the within document; that he has read the foregoing Certificate of Amendment and knows the contents thereof; that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged on information and belief, and that as to those matters deponent believes it to be true.

Kenneth Wendrich
KENNETH WENDRICH

Sworn to before me this 10th day of April, 1975.
Walter L. Schirmer
NOTARY PUBLIC
My Commission Expires March 31, 1980

Notice of Application Waived
(This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization of activities otherwise limited by law.)

Dated: May 29, 1975
LOUIS J. LEFKOWITZ

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

HAROLD HENRY
ASSISTANT ATTORNEY GENERAL
By Harold Henry
Assistant Attorney General

HELEN TUNTLAND, being duly sworn, deposes and says that she is one of the individuals described in the within document; that she has read the foregoing Certificate of Amendment and knows the contents thereof; that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged on information and belief, and that as to those matters deponent believes it to be true.

Helene C. Tuntland
HELEN TUNTLAND

Sworn to before me this 15th day of April, 1975.

Raymond A. Schirmer
RAYMOND A. SCHIRMER
NOTARY PUBLIC STATE OF NEW YORK
COUNTY OF MONROE
Commission Expires March 30, 1977

3

I, **GEORGE STARKE**, a Justice of the
Supreme Court of the State of New York, First Judicial District,
do hereby approve the foregoing Certificate of Amendment of the
Certificate of Incorporation of NATIONAL GUILD OF COMMUNITY MUSIC
SCHOOLS, INC. under Section 803 of the Not-For-Profit Corporation
Law, which Certificate of Amendment has been approved by the State
Education Department, and consent that the same be filed.

JUN 5 1975

Dated:
Supreme Court, New York County
at Special Term Part II
New York, New York

George Starke
Justice, Supreme Court
First Judicial District

Notice of Application Waived
(This is not to be deemed an
approval on behalf of any
Department or Agency of the
State of New York, nor an
authorization of activities
otherwise limited by law.)

Dated: May 29, 1975
LOUIS J. LEFKOWITZ

Attorney General
By *[Signature]*
Assistant Attorney General
[Signature]

240653

-5

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF
INCORPORATION OF NATIONAL
GUILD OF COMMUNITY MUSIC
SCHOOLS, INC. UNDER SECTION
803 OF THE NOT-FOR-PROFIT
CORPORATION LAW.

STATE OF NEW YORK
DEPARTMENT OF SERVICE

FILED

JUN 16 1975

TAX
FEE \$ 30

By *Arthur E. Friedland*

DA

3/17/75

WFL (7 pages)

4/13/74 5819137

2/7/6

Abroad: Turtle Bay News School

244 E. 57th St.

NYC 10022

incorporated in

N. York 12/6/13

ARTHUR E. FRIEDLAND
ATTORNEY AT LAW
157 1/2 East 86th Street
10028

JUN 5 - 1975

5

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 10, 2019.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

100707000641

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC.

Under Section 803 of the Not-For-Profit Corporation Law

We, the undersigned, being respectively the Board Chairman and Secretary of National Guild of Community Schools of the Arts, Inc. do hereby certify:

1. The name of the Corporation is NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC. The original name of the Corporation was NATIONAL GUILD OF COMMUNITY MUSIC SCHOOLS INC.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on April 5, 1954. The Corporation was formed under the Membership Corporation Law of the State of New York.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is, and will remain, a Type B corporation under Section 201 of said law.
4. Paragraph 1 of the Certificate of Incorporation, relating to the name of the Corporation is hereby amended to read in its entirety as follows:
"1. The name of the Corporation is NATIONAL GUILD FOR COMMUNITY ARTS EDUCATION, INC."
5. Paragraph 2 of the Certificate of Incorporation, which describes the purposes of the Corporation, is hereby amended to state that the Corporation's primary purpose shall henceforth be making arts education more universally available. Paragraph 2, as so amended, shall read as follows:

"2. The purposes of the Corporation are as follows:

"To obtain money or property by gift, bequest or devise and to invest and reinvest the same, and to apply the income and principal thereof, as the Board of Directors may from time to time determine exclusively for charitable, scientific, literary or educational purposes, specifically for the purpose of supporting and advancing access to lifelong learning opportunities in the arts by persons of all ages, in all social, ethnic and economic groups, and in all communities, and to engage in any and all lawful activities incidental thereto, except as restricted herein. Such purposes shall include, without limitation, the following:

- "A. Serving and representing a broad range of organizations that engage in community arts education.
- "B. Providing a national voice for community arts education.
- "C. Identifying and promoting best practices and ideas in arts education.
- "D. Bringing together organizations and individuals to exchange ideas and information about community arts education.
- "E. Strengthening the capacity of community arts organizations to achieve their missions.

"Nothing herein shall be construed as authorizing the Corporation to undertake or carry on any of the activities set forth in paragraphs (a) through (c) or (e) through (v) of Section 404 of the Not-for-Profit Corporation Law or Section 460-a of the Social Services Law of the State of New York. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes."

6. The Secretary of State is hereby designated as the Corporation's agent for the purpose of receiving process against the Corporation. The address within the State to which the Secretary of State shall mail a copy of process in any proceeding against the Corporation which may be served upon him is 520 Eighth Avenue, Suite 302, New York, New York 10018.

7. This amendment was authorized pursuant to Section 802(a)(1) of the Not-for-Profit Corporation Law of the State of New York by a majority vote of the members entitled to vote thereon.

IN WITNESS WHEREOF, we have signed and hereby affirm as true under penalties of perjury this Certificate of Amendment this 20th day of April, 2010.

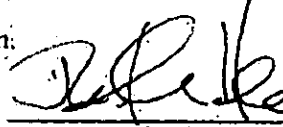
Carol Ross

Name: Carol Ross
Title: Board Chairman

Emilie Corey

Name: Emilie Corey
Title: Secretary

The undersigned, JONATHAN HERMAN, the Executive Director of THE NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC., hereby confirms that said organization will use its current assets for the purposes set forth in its current Certificate of Incorporation and will use future assets for the purposes set forth in the Certificate of Amendment of the Certification of Incorporation.



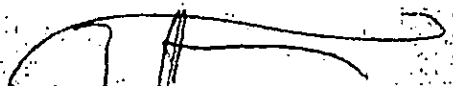
Jonathan Herman

STATE OF NEW YORK)

SS.

COUNTY OF NEW YORK)

On this 7 day of June, 2010, before me, the undersigned, personally came JONATHAN HERMAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

ZACHARY HOLLWEDEL
Notary Public, State of New York
No. 01H08194270
Qualified in Queens County
Commission Expires September 29, 2018

STATE OF NEW YORK)

SS.:

COUNTY OF NEW YORK)

CHRISTINA M. MASON, being duly sworn, deposes and says: that she is an attorney and counselor at law and a member of the firm of Kelley Drye & Warren LLP, attorneys for the corporation submitted the foregoing Certificate of Amendment of the Certificate of Incorporation of National Guild of Community Schools of the Arts, and that no previous application for the approval of said Certificate of Amendment by any Justice of the Supreme Court has ever been made.

Christina Mason

Subscribed and sworn to before me on April 20th, 2010

Brenda J. Chizinsko
Notary Public

BRENDA J. CHIZINSKO
Notary Public, State of New York
No. 01CH4838563
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires December 31, 2013

I, _____ a Justice of the Supreme Court of the State of New York, Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of The Center for Arts Education and consent that the same be filed.

Dated:

M

J.S.C.

MARTIN SCHOENFELD

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON; ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.

Laura Werner
ASSISTANT ATTORNEY GENERAL
Laura Werner

DATE

June 15, 2010

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

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(Certificate of Amendment with Name Change)

Consent is hereby given to the filing by

NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC.

[name of entity]

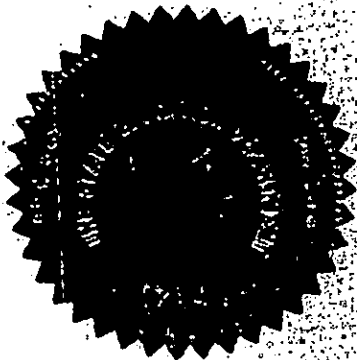
of the annexed certificate of amendment, including a change of name to

NATIONAL GUILD FOR COMMUNITY ARTS EDUCATION, INC.

[new name]

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.

DAVID M. STEINER
Commissioner of Education

By: Seth D. Gilboord
Seth D. Gilboord
Commissioner's authorized designee

JUN 01 2010

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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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

NATIONAL GUILD OF COMMUNITY SCHOOLS OF THE ARTS, INC.

RECEIVED
2010 JUL -7 PM 12:02

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

FILED
2010 JUL -7 PM 2:58

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 07 2010
TAX S _____
BY: *lms*
ny

Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178
(212) 808-7800

2010 JUL -6 PM 2:02

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DRAWDOWN

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