

CERTIFICATE OF INCORPORATION
OF
THE DUKE'S MEN OF YALE ALUMNI ASSOCIATION, INC.

(Pursuant to 33-1026 of the Connecticut General Statutes)

- FIRST:** The name of the corporation is "The Duke's Men of Yale Alumni Association, Inc." (the "Corporation").
- SECOND:** The Corporation is a nonprofit and shall not have or issue shares of stock or make distributions.
- THIRD:** The Corporation shall have one (1) class of members that are *not* entitled to vote.
- FOURTH:** The agent for service of process is:
- Jonathan D. Elliot, Esq.
- Business address of agent:
c/o Zeldes, Needle & Cooper, P.C.
P.O. Box 1740
1000 Lafayette Boulevard
Bridgeport, CT 06601-1740
- Residence address of agent:
22 Historic Drive
Monroe, CT 06468
- FIFTH:** The name and address of each incorporator is:
- Thomas N. Bulleit
6722 Selkirk Court
Bethesda, MD 20817
- David Lefkowitz
1819 Mandeville Canyon
Los Angeles, CA 90049
- SIXTH:** The nature of the activities to be conducted or the purposes to be promoted by the Corporation are as follows:

- (a) To be an alumni association of those who at one time were, but no longer are, members of the *a cappella* singing group of students of Yale University commonly known as The Duke's Men of Yale (the "Alumni");
- (b) To preserve and perpetuate the history, name, music and traditions of The Duke's Men of Yale;
- (c) To arrange periodic reunions of the Alumni, and organize other Alumni events and activities;
- (d) To collect and preserve the repertoire and archives of The Duke's Men of Yale for educational enrichment of The Duke's Men of Yale, the Alumni, the Yale University/City of New Haven community at large, and members of the public with an interest in *a cappella*, and especially collegiate *a cappella*, singing, through audio, photographic, video and written means;
- (e) To engage in activities designed to advance the interest of Yale University by fostering the continuation of and appreciation of The Duke's Men of Yale, and *a cappella* singing in general at Yale University;
- (f) To facilitate interaction between the current members of The Duke's Men of Yale and the Alumni, in order to provide advice and counsel, networking and mentoring;
- (g) To educate about, promote an interest in, and disseminate knowledge of *a cappella* singing, especially collegiate *a cappella* singing;
- (h) To organize, sponsor and/or provide from time to time musical performances for educational and/or charitable purposes;
- (i) To raise money to endow scholarships for needy Yale University undergraduates engaged in *a cappella* singing or musical studies, or to raise money for other than charitable causes approved by the Board of Directors of the Corporation;
- (j) To acquire, improve, hold, own and/or lease any real or personal property useful to the accomplishment of the purposes of the Corporation;
- (k) To receive and accept public and private gifts, trusts, donations, grants, loans, and other sources of funding to promote the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of Connecticut to promote and attain the purposes set forth herein;

- (l) To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act under Sections 33-1000 et seq.

SEVENTH: The personal liability of each director to the Corporation for monetary damages for breach of duty as a director shall be limited to the amount of compensation received by the director for serving the Corporation during the year of the violation, if such breach did not (i) involve a knowing and culpable violation of law by the director, (ii) enable the director or an "associate," as defined in Connecticut General Statutes Section 33-840, to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation, provided no such provision shall limit or preclude the liability of a director for any act or omission occurring prior to the effective date of such provision.


EIGHTH: Other Information.

- (a) The Corporation is organized exclusively for charitable, religious and/or educational purposes, including, for such purpose, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code").
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of Code Section 501(c)(3) purposes. 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 distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of the Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Code Section 501(c)(3), or (ii) by a corporation, contributions to which are deductible under Code Section 170 (c)(2) (or corresponding section of any future Federal tax code.)


- (d) Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

WE, THE UNDERSIGNED, being the incorporators hereinbefore named, hereby declare, under penalties of false statement, that the statements made in the foregoing Certificate of Incorporation are true.

Dated: December 20, 2008



David Lefkowitz, Incorporator



Thomas Bulleit, Incorporator
N.

Agent for Service of Process:



Jonathan D. Elliot

Dated: February 27, 2009

ORGANIZATION AND FIRST REPORT

OF

THE DUKE'S MEN OF YALE ALUMNI ASSOCIATION, INC.

1. **Name of Corporation:** The Duke's Men of Yale Alumni Association, Inc.
2. **Date of Organization Meeting:** October 31, 2008
3. **Address of Principal Office:** 1819 Mandeville Canyon
Los Angeles, CA 90049
4. **Mailing Address:** 1819 Mandeville Canyon
Los Angeles, CA 90049
5. **Officers:**

Name	Title	Home Address	Business Address
Thomas Bulleit	President	6722 Selkirk Ct. Bethesda, MD 20817	Same as Home Address
David Lefkowitz	V. President	1819 Mandeville Canyon Los Angeles, CA 90049	Same as Home Address
Thomas Bulleit	Treasurer	6722 Selkirk Ct. Bethesda, MD 20817	Same as Home Address
David Lefkowitz	Secretary	1819 Mandeville Canyon Los Angeles, CA 90049	Same as Home Address

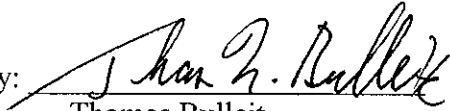
6. Directors:

Name	Home Address	Business Address
Thomas Bulleit	6722 Selkirk Ct. Bethesda, MD 20817	Same as Home Address
David Lefkowitz	1819 Mandeville Canyon Los Angeles, CA 90049	Same as Home Address

Jefferson Freeman	77 Broad Street Guilford, CT 06437	Same as Home Address
Lindsay Elliot	25 Prospect Place Brooklyn, NY 11217	Same as Home Address
Kenneth Goldman	4518 Edgewood Avenue Oakland, CA 94602	Same as Home Address

7. **Execution:**

Dated this 31st day of October, 2008

By: 
Thomas Bulleit
President, Duly Authorized