

ARTICLES OF INCORPORATION
As Amended April 14, 2004

Article I. NAME

SECTION 1. The name shall be the CHARLESTON ARTIST GUILD, hereinafter referred to as the "Guild", a South Carolina nonprofit corporation.

SECTION 2. The principal office shall be in the County of Charleston, State of South Carolina.

Article II. PURPOSE

SECTION 1.

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization 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.

- B. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is then located exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

SECTION 2. Subject to the provisions of Section 1 of this Article, the Guild shall encourage the banding together of creative artists for self improvement, public recognition and the betterment of the fine arts in the community and the Guild shall also encourage, promote and recognize the teaching, practice and display of the fine arts in the community.

Article III. MEMBERSHIP

SECTION 1. Membership in the Guild shall be comprised of a category of Active Members and such other categories as provided in the Bylaws.

SECTION 2. Membership shall be open to all persons.

SECTION 3. Application for membership and reinstatement of membership shall be submitted in writing to the Guild.

SECTION 4. The dues and fees of the Guild shall be as provided in the Bylaws.

Article IV. OFFICERS

SECTION 1. The officers of the Guild shall be the President, Vice President, Secretary and Treasurer.

SECTION 2. The officers shall be elected at the Annual Meeting, and they shall serve for terms of one year or until their successors are appointed in accordance with Section 4 of this Article. Terms shall begin upon adjournment of the meeting at which the election was held. Nominations for office and elections shall be as provided in the Bylaws.

SECTION 3. The duties of the officers shall be those customarily associated with the office they hold and as provided in the Bylaws.

SECTION 4. Vacancies in any office shall be filled by the Board of Directors, and shall be subject to the approval of the members at the next regular meeting following the filling of the vacancy.

Article V. BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, the immediate past President, if willing and able to serve, and at least three, but not more than twelve, additional Directors, as elected by the members. Directors shall be elected at the Annual Meeting, and they shall serve for terms of one year or until their successors are appointed in accordance with Section 4 of this Article. Terms shall begin upon adjournment of the meeting at which the election was held.

SECTION 2. The Board of Directors shall have general supervision of the affairs of the Guild between meetings of the Guild, as provided in the Bylaws.

SECTION 3. A majority of the Directors shall constitute a quorum for a meeting of the Board of Directors.

SECTION 4. Vacancies in any position on the Board of Directors may be filled by the Board of Directors, and shall be subject to the approval of the members at the next regular meeting following the filling of the vacancy.

Article VI. MEETINGS

SECTION 1. The Annual Meeting shall be held each year in the month of April for the purpose of electing its officers and directors and conducting such other business of the Guild as may be provided in the Bylaws.

SECTION 2. Monthly and special meetings shall be held as provided in the Bylaws.

SECTION 3. The members of the Guild, by formal action taken at meetings, shall constitute the policy-making body of the Guild on behalf of the membership of the Guild.

SECTION 4. Not less than twenty members in good standing shall constitute a quorum for a meeting of the members of the Guild.

Article VII. GENERAL

SECTION 1. Prevailing Laws: the provisions of these Amended Articles of Incorporation are intended to comply with all applicable laws of the State of South Carolina. In the event of any conflict between such laws and these provisions, the laws of the State of South Carolina shall prevail.

SECTION 2. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these Amended Articles of Incorporation, the By-Laws and any special Standing Rules the Guild may adopt.

SECTION 3. Fiscal Year. The Guild's fiscal year shall begin on the first of May and end on the thirtieth of April each year.

SECTION 4. Amendments: Revision of the Articles of Incorporation must be approved by a two-thirds (2/3) majority of members in good standing at the meeting where a quorum has been established. Such amendments shall be plainly stated in writing no more than sixty (60) days or less than fifteen days (15) days prior to the meeting.

SECTION 5. Dissolution: The Guild may be dissolved by a two-thirds vote of a quorum of members in good standing present at a Special Meeting called for that purpose, plainly stated in writing no more than sixty (60) days nor less than fifteen (15) days prior to the meeting. In the event of such dissolution the Guild shall distribute its residual assets in accordance with the provisions of Article II, Section 1(B), above.

SECTION 6. Gender and Number: The use of the masculine gender herein shall be deemed to refer to the feminine and neuter gender, and the use of the singular shall be deemed to refer to the plural, and vice-versa, whenever the context so requires.

SECTION 7. Where a provision requires a specified number of days notice in writing to members as a prerequisite for taking certain actions at a meeting of members, these requirements shall be deemed to have been met if such notice is mailed to members within the stated period.