

# Application for Recognition of Exemption

## Under Section 501(c)(3) of the Internal Revenue Code

To be filed in the District in which the organization has its principal office or place of business.

This application, when properly completed, shall constitute the notice required under section 508(a) of the Internal Revenue Code in order that organizations may be treated as described in section 501(c)(3) of the code, and the notice under section 508(b) appropriate to those organizations claiming not to be private foundations within the meaning of section 509(a).

### Part I.—Identification (See instructions)

1 Full name of organization <b>ORIGINAL BALLETS FOUNDATION, INC.</b>		2 Employer identification number (If none, attach Form SS-4) <b>Form SS-4 attached</b>	
3(a) Address (number and street) <b>25 Central Park West, Suite 25 R</b>			
3(b) City or town, State and ZIP code <b>New York, N.Y. 10023</b>		4 Name and phone number of person to be contacted <b>BENJAMIN N. FELD (212) 661-8677</b>	
5 Month the annual accounting period ends <b>June</b>	6 Date incorporated or formed <b>January 7, 1974</b>	7 Activity Codes (see instructions) <b>090 123</b>	

### Part II.—Organizational Documents (See instructions)

- 1 Attach a conformed copy of the organization's creating instruments (articles of incorporation, constitution, articles of association, deed of trust, etc.).
- 2 Attach a conformed copy of the organization's by-laws or other rules for its operation.
- 3 If the organization does not have a creating instrument, check here (See instructions)

### Part III.—Activities and Operational Information (See instructions)

- 1 What are or will be the organization's sources of financial support? List in order of magnitude. If a portion of the receipts is or will be derived from the earnings of patents, copyrights, or other assets (excluding stock, bonds, etc.), identify such item as a separate source of receipt. Attach representative copies of solicitations for financial support.

The principal sources of the organization's financial support are expected to be grants from governmental units and from educational and charitable foundations. Benefit performances and public performances by the dance company sponsored by the organization are expected to provide funds to help support the company. There have been no general solicitations for financial support except for such appeals for grants.

- 2 Describe the organization's fund-raising program and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.)

The organization's fund-raising program to date has consisted solely of appeals for grants from the Rockefeller Foundation, Shubert Foundation and the New York State Council on the Arts. An appeal for a grant from the National Endowment on the Arts is presently in preparation and will shortly be submitted. The Shubert Foundation has indicated it will grant \$20,000 upon the organization obtaining recognition of exemption. Similar favorable consideration of other appeals for grants are expected upon the granting of such recognition. The sum of \$35,000 has been earmarked for Eliot Feld, the organization's Artistic Director by a grant from the Rockefeller Foundation to the New York Shakespeare Festival. These funds will be made available for the organization's activities upon the granting of this application.

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct and complete.

----- (Signature)	----- President (Title or authority of signer)	----- Jan. 25, 1974 (Date)
----------------------	--	----------------------------------



## Part III.—Activities and Operational Information (Continued)

- 3 Give a narrative description of the activities presently carried on by the organization, and also those that will be carried on. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for the organization to become fully operational, and when such further steps will take place. The narrative should specifically identify the services performed or to be performed by the organization. (Do not state the purposes of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include sufficient information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VII-A on page 3 of the instructions.

The organization is sponsoring a new dance company presently in formation and rehearsals are proceeding. Studio facilities have been made available without charge by the New York Shakespeare Festival. Negotiations have been completed for a schedule of two weeks of performances in June 1974 and three weeks of performances in the fall of 1974 at the New York Shakespeare Festival Public Theatre. The use of the theatre will be provided to the organization at cost. The organization is negotiating with the Indianapolis Symphony Orchestra for joint appearances with the dance company for two weeks at five college theatres in the Indianapolis area. The dance company will appear in free public recitals at the Delacorte Theatre in Central Park. An original dance for television in association with Station WGBH, the Boston educational television outlet, is planned. Negotiations are presently being conducted for a one week appearance in Chicago and one week appearance at the Civic Center in Philadelphia. It is the intention of the organization to have as full a schedule of performances throughout the United States as funds will permit. The company will provide the opportunity for the presentation of original works of talented choreographers and will seek the services and encourage other new and original creative and performing talents.



Part III.—Activities and Operational Information (Continued)

4 The membership of the organization's governing body is: **Board of Trustees; members and Trustees are identical.**

(a) Names, addresses, and duties of officers, directors, trustees, etc.	(b) Specialized knowledge, training, expertise, or particular qualifications
<b>See Rider Annexed Hereto</b>	

(c) Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? . . . . .  Yes  No

If "Yes," please name such persons and explain the basis of their selection or appointment.

(d) Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See specific instructions 4(d).) . . . . .  Yes  No

If "Yes," please explain.

5 Does the organization control or is it controlled by any other organization? . . . . .  Yes  No

Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors? . . . . .  Yes  No

If either of these questions is answered "Yes," please explain.

6 Is the organization financially accountable to any other organization? . . . . .  Yes  No

If "Yes," please explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been rendered.

7 What assets does the organization have that are used in the performance of its exempt function? (Do not include income producing property.) If any assets are not fully operational, explain what stage of completion has been reached, what additional steps remain to be completed, and when such final steps will be taken.

**None at present.**

Part III.—Activities and Operational Information (Continued)

8 (a) What benefits, services, or products will the organization provide with respect to its exempt function?

Cultural and educational performances and recitals, forums and demonstrations will be provided to the general public. The organization will encourage, train and develop persons of talent in dance choreography and related arts. Special efforts will be made to provide benefits to underprivileged children and other underprivileged persons.

(b) Have the recipients been required or will they be required to pay for the organization's benefits, services, or products?  Yes  No

If "Yes," please explain and show how the charges are determined.

Admissions to dance performances are the only charges recipients will be required to pay. The charges will be at rates prevailing or less than prevailing for similar services in the community or at the theatre where the performance is held. Free public performances, recitals and demonstrations are also contemplated.

9 Does or will the organization limit its benefits, services or products to specific classes of individuals?  Yes  No

If "Yes," please explain how the recipients or beneficiaries are or will be selected.

10 Is the organization a membership organization?  Yes  No

If "Yes," complete the following:

(a) Please describe the organization's membership requirements and attach a schedule of membership fees and dues.

Original members consist of the subscribers to the Certificate of Incorporation. Additional members are elected by affirmative vote of all the members.\* By-Laws Article 1(1.1). There are no membership fees or dues requirements. #Majority vote.

(b) Are benefits limited to members?  Yes  No

If "No," please explain.

The benefits are intended for the general public.

(c) Attach a copy of the descriptive literature or promotional material used to attract members to the organization. None.

11 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns?  Yes  No

If "Yes," please explain.

Part IV.—Statement as to Private Foundation Status (See instructions)

1 Is the organization a private foundation?  Yes  No

2 If question 1 is answered "No," indicate the type of ruling being requested as to the organization's status under section 509 by checking the applicable box below:

- Definitive ruling under section 509(a)(1), (2), (3), or (4) — complete Part VII.
 Advance or extended advance ruling under section 509(a)(1) or (2) — See instructions.

3 If question 1 is an answered "Yes," and the organization claims to be a private operating foundation, check here  and complete Part VIII.



**Part V.—Financial Data (See instructions)**

Statement of Receipts and Expenditures, for period ending ..... 19..... To Date

Receipts		
1	Gross contributions, gifts, grants and similar amounts received . . . . .	
2	Gross dues and assessments of members . . . . .	
3	Gross amounts derived from activities related to organization's exempt purpose	
	Less cost of sales . . . . .	
4	Gross amounts from unrelated business activities . . . . .	
	Less cost of sales . . . . .	
5	Gross amount received from sale of assets, excluding inventory items (attach schedule) . . . . .	
	Less cost or other basis and sales expense of assets sold . . . . .	
6	Interest, dividends, rents and royalties . . . . .	
7	<b>Total receipts</b> . . . . .	None
Expenditures		
8	Contributions, gifts, grants, and similar amounts paid (attach schedule) . . . . .	
9	Disbursements to or for benefit of members (attach schedule) . . . . .	
10	Compensation of officers, directors, and trustees (attach schedule) . . . . .	
11	Other salaries and wages . . . . .	
12	Interest . . . . .	
13	Rent . . . . .	
14	Depreciation and depletion . . . . .	
15	Other (attach schedule) . . . . .	
16	<b>Total expenditures</b> . . . . .	None
17	Excess of receipts over expenditures (line 7 less line 16) . . . . .	None

Balance Sheets		Enter dates	Beginning date	Ending date
Assets				
18	Cash (a) Interest bearing accounts . . . . .			
	(b) Other . . . . .			
19	Accounts receivable, net . . . . .			
20	Inventories . . . . .			
21	Bonds and notes (attach schedule) . . . . .			
22	Corporate stocks (attach schedule) . . . . .			
23	Mortgage loans (attach schedule) . . . . .			
24	Other investments (attach schedule) . . . . .			
25	Depreciable and depletable assets (attach schedule) . . . . .			
26	Land . . . . .			
27	Other assets (attach schedule) . . . . .			
28	<b>Total assets</b> . . . . .			None
Liabilities				
29	Accounts payable . . . . .			
30	Contributions, gifts, grants, etc., payable . . . . .			
31	Mortgages and notes payable (attach schedule) . . . . .			
32	Other liabilities (attach schedule) . . . . .			
33	<b>Total liabilities</b> . . . . .			None
Fund Balance or Net Worth				
34	<b>Total fund balance or net worth</b> . . . . .			None
35	<b>Total liabilities and fund balance or net worth</b> (line 33 plus line 34) . . . . .			None

**Part VI.—Required Schedules for Special Activities (See instructions)**

	If "Yes," check here;	And, complete schedule—
1	Is the organization, or any part of it, a school? . . . . .	A
2	Does the organization provide or administer any scholarship benefits, student aid, etc.? . . . .	B
3	Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . . . .	C
4	Is the organization, or any part of it, a hospital? . . . . .	D
5	Is the organization, or any part of it, a home for the aged? . . . . .	E
6	Is the organization, or any part of it, a litigating organization (public interest law firm or similar organization)? . . . . .	F



RIDER TO

APPLICATION FOR RECOGNITION OF EXEMPTION

of

ORIGINAL BALLETS FOUNDATION, INC.

Part III. 4(a) and (b).

BERNARD GERSTEN, President and Trustee  
Todd Road

Katonah, New York 10536

Duties: Chief executive officer with duties customarily incident to the office of president.

By-Laws Article 4 (4.6).

Mr. Gersten teaches Arts Administration at Yale University. He is a theatre producer as well and is a member of the Theatre Panel, New York State Council on the Arts.

RICHARD HAMMER, Secretary-Treasurer and Trustee  
1251 Avenue of the Americas  
New York, New York 10020

Duties: As secretary, he is to record all proceedings of meetings, give notice of meetings and perform the usual secretarial duties. As treasurer, he is to collect and keep an account of all monies received and expended, prepare financial reports and perform such other duties normal to the office. By-Laws Article 4 (4.8 and 4.9).

Mr. Hammer is a partner in Price, Waterhouse and Company, a leading auditing and accounting firm.

JOSEPH PAPP, Trustee  
425 Lafayette Street  
New York, New York 10003

Mr. Papp is the Producer, New York Shakespeare Festival. The Festival presents play productions at the Public and Vivian Beaumont Theatres in New York and productions free to the public in the Delacorte Theatre in Central Park.



RIDER (Continued)

STEVEN PECK, Trustee  
120 Broadway  
New York, New York 10006

Mr. Peck is a member of Weiss, Peck and Green, a stock brokerage firm. He is a former vice-chairman of the New York Stock Exchange.

GORA CAHAN, Trustee  
56 Seventh Avenue  
New York, New York 10011

Ms. Cahan is a former dancer of considerable experience. She now holds the position of Chairman, Dance Panel, National Endowment on the Arts. Ms. Cahan will assist in the administration of the dance company.

MERLE DEBUSKY, Trustee  
300 West 55th Street  
New York, New York 10019

Mr. Debusky is a public relations specialist, and a member of Debusky and Associates, a public relations consultant firm.

ELIOT FELD, Trustee  
171 West 79th Street  
New York, New York 10024

Mr. Feld was Artistic Director of the American Ballet Company. He was formerly a principal dancer and choreographer with the American Ballet Theatre. He has choreographed ballets for American Ballet Theatre, City Center Joffrey Ballet, National Ballet of Canada, Royal Winnipeg Ballet, Royal Swedish Ballet, Royal Danish Ballet and London Festival Ballet. His works have been most highly acclaimed by Clive Barnes, dance critic of the New York Times and other eminent critics. Mr. Feld has been designated and will serve as Artistic Director of the organization.

It is intended to expand the Board of Trustees with additional members whose knowledge, expertise and qualifications will further the activities of the organization and will promote the fund-raising necessary for such activities.







CERTIFICATE OF INCORPORATION

of

ORIGINAL BALLETS FOUNDATION, INC.

(Under Section 402 of the Not-for-Profit Corporation Law.)

I, the undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law of the State of New York, do hereby certify as follows:

FIRST: The name of the corporation shall be ORIGINAL BALLETS FOUNDATION, INC.

SECOND: The purposes for which the corporation is to be formed are:

- A. To promote, cultivate, sponsor, develop, aid and advance the public interest in and appreciation of the art of dance choreography, including the related arts of music, painting, design and the theatre arts; to sponsor and assist choreographers and other individuals of a promising creative or performing talent in the field of dance and the related arts and to maintain facilities for them to work and develop their talent; to maintain and operate dance companies and troupes and to sponsor and present public dance programs and festivals; to establish, operate and maintain a school for the teaching of dance in any and all of its forms; to sponsor lectures and demonstrations and to publish and otherwise disseminate information about the dance and related arts; to establish, operate and maintain facilities necessary to the foregoing purposes; and to do any and all other things necessary, desirable or useful to accomplish the foregoing purposes, either alone or together with other organizations and individuals having similar purposes, subject, however, to the provisions of the Not-For Profit Corporation Law and the restrictions and limitations hereinafter set forth.
- B. The corporation shall be a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law. The corporation shall not be operated for pecuniary profit or financial gain. No part of the assets, profit or income of the corporation shall inure to the benefit of any member, Trustee, or officer of the corporation, or any private individual (except that compensation may be paid for services



rendered to or for the corporation affecting one or more of the purposes), and no member, Trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. <sup>The corporation is a corporation as defined in sub-paragraph (a)(1) of section 102 of Not-for-Profit Corporation Law.</sup>

- C. In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)3 of the Internal Revenue Code of 1954 as amended, subject to the provisions of the Not-for-Profit Corporation Law and subject to an order of a Justice of the Supreme Court of the State of New York.
- D. Nothing herein contained shall authorize the doing of any act which would require the approval of any department of the State of New York, and nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law, Section 404, (b) - (p) or Executive Law, Section 757.
- E. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 Not-for-Profit Corporation Law, including the power to solicit grants or contributions from the general public.

THIRD: The principal office of the corporation is to be located in the City of New York, County of New York in State of New York.

FOURTH: The territory in which the operations of the corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the corporation shall not be limited to such territory and may be conducted throughout the rest of the world.

FIFTH: The names and residences of the initial Trustees of the corporation are as follows:



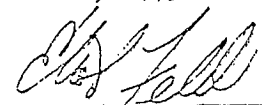
<u>Name</u>	<u>Residence</u>
ELIOT FELD	171 West 79th Street New York, N. Y. 10024
CORA CAHAN	56 Seventh Avenue New York, N. Y. 10011
BERNARD GERSTEN	Todd Road Katonah, N.Y. 10536

The Board of Trustees shall constitute the directors of the corporation.

SIXTH: The post-office address to which the Secretary of State shall mail a copy of any notice required by law shall be c/o BENJAMIN FELD, 529 Fifth Avenue, New York, N. Y. 10017

SEVENTH: Prior to delivery to the Department of State for filing, all approvals or consents required by law will be endorsed upon or annexed to this certificate.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this certificate, this 16th day of November, 1973

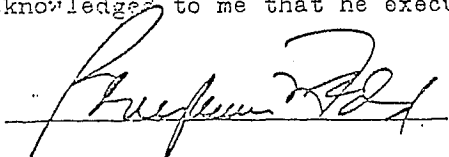


ELIOT FELD

Address - 171 West 79th Street  
New York, N. Y. 10024

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

On the 16th day of November, 1973, before me personally came ELIOT FELD, to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and he thereupon duly acknowledged to me that he executed the same.



BENJAMIN N. FELD  
Notary Public in the State of New York  
No. 31-1184215  
Qualified in New York County  
Commission Expires

NEW YORK COUNTY  
COMMISSION EXPIRES March 29, 1974

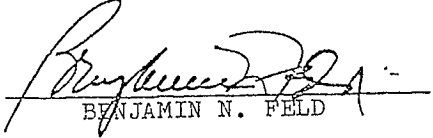
STATE OF NEW YORK )  
                          ) SS.:  
COUNTY OF NEW YORK )

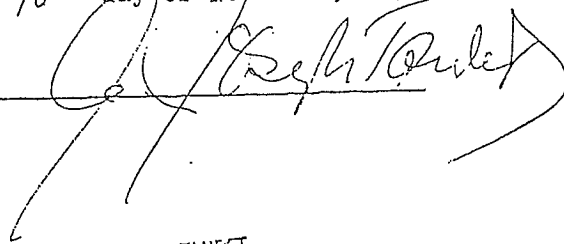
BENJAMIN N. FELD, being duly sworn, deposes and  
says:

That he is the attorney for the subscriber to the  
foregoing Certificate of Incorporation, and that no previous  
application for the approval of said certificate by any Justice  
of the Supreme Court has ever been made.

Sworn to before me this

*10<sup>th</sup>* day of November, 1973

  
BENJAMIN N. FELD

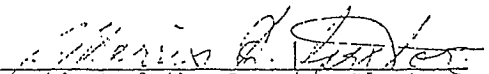
  
A. JOSEPH TANDET  
Notary Public, State of New York  
Qualified in Westchester County  
Term Expires March 30, 1974



CERTIFICATE OF APPROVAL

I, MORRIS E. SPECTOR a Justice of the  
Supreme Court of the State of New York, of the First Judicial  
District, hereby approve the foregoing Certificate of Incorporation  
of ORIGINAL BALLETS FOUNDATION, INC. and consent that the same  
be filed.

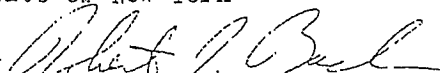
Dated: *December 26, 1973*

  
Justice of the Supreme Court,  
State of New York, 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: *14 Dec 1973*

LOUIS J. LEFKOWITZ  
Attorney-General  
State of New York

By   
Assistant Attorney General





This consent to filing is granted with the understanding that nothing contained in the annexed certificate of incorporation shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 5 of Section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the certificate of incorporation shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to Section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of Section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of Section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of Section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to Section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

State of New York }  
 Department of State } ss:

I Hereby Certify, *That I have made diligent examination of the*

*index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

ORIGINAL BALLETS FOUNDATION, INC.

*the certificate of incorporation of which corporation was filed* January 7, 1974  
*with perpetual duration,*

*and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this department, such corporation is a subsisting corporation.*

Witness

*my hand and the official seal of the  
 Department of State at the City of  
 Albany, this eighteenth day  
 of July one thousand  
 nine hundred and eighty*

*Basil G. Paterson*  
 Secretary of State



BY-LAWS  
of  
ORIGINAL BALLETS FOUNDATION, INC.  
(A New York Not-for Profit Corporation)

---

ARTICLE 1

MEMBERS

1.1 Members. The original members shall consist of the subscribers to the Certificate of Incorporation. Additional members may from time to time be elected by the affirmative vote of a majority of all the members entitled to vote, given at any duly convened special or regular meetings of members, provided, however, that the number of members shall be not less than three (3) nor more than twenty-five (25). The members and the Trustees shall be identical and any person who is elected as a member of the Corporation shall be deemed also to have been elected a Trustee of the Corporation.

1.2. Voting. Each member in good standing shall be entitled to one vote at all meetings of members.

1.3 Deprivation or Suspension of Membership.

Any member of the Corporation may be deprived of his membership or be suspended or reinstated as a member, with or without cause by the affirmative vote of a majority of all the members entitled to vote.

1.4 Effect of Death or Resignation. All the rights, powers and privileges of any member of the Corporation shall cease upon his death or resignation or upon the deprivation or during the suspension of his membership.

## ARTICLE 2

### MEETINGS OF MEMBERS

2.1 Annual Meetings. The annual meeting of members shall be held at 4:00 o'clock in the afternoon on the third Monday in September in each year, or, if such date shall be a legal holiday, on the next succeeding business day at the same time, at the office of the Corporation, or at such other place within or without the State of New York, or at such other time as shall be determined by the Board of Trustees or the President, and designated in the notice of the meeting. At each annual meeting the members entitled to vote shall be entitled to elect members of the Corporation who shall also serve as Trustees and may transact such other business as may properly come before the meeting.

2.2 Special Meetings. Special meetings of the members may be called at any time by the President or the Secretary, and shall be called by the Secretary upon written request (stating the purpose of the proposed meeting), signed by three members entitled to vote at such meeting, or when ordered by the Board of Trustees. All special meetings shall be held at the office of the Corporation, or at such other place within or without the State of New York, as may be designated in the notice of the meeting.

2.3 Notice. Notice of annual and special meetings of the members of the Corporation shall be in writing, signed by the President or the Secretary, and sent to each member entitled to vote thereat by mail or telegram, addressed to his address appearing on the records of the Corporation, nor less than ten nor more than forty days before the time designated for such meeting. All notices of meetings shall state the time, place and purposes of the meeting.

2.4 Waiver of Notice. Any meeting and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting is waived in writing before, at or after such meeting by all members to whom notices were not sent as provided in these By-Laws.

2.5 Quorum. The presence in person or by proxy at any meeting of members of two-thirds of all the members entitled to vote thereat shall be necessary and sufficient to constitute a quorum, but a smaller number may adjourn to a later date and at least one day's notice of such adjourned date shall be given in the manner provided in Section 2.3, to each member who is not present at such meeting.

2.6 Action by a Majority Vote. At all meetings of members all questions, except as otherwise provided by statute or by these By-Laws, shall be decided by the vote of a majority of the members entitled to vote thereon who shall be present at the meeting, in person or by proxy, and who shall vote thereon.



2.7 Proxies. Any member entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and shall be revocable at will. Unless the duration of the proxy shall be otherwise specified in the proxy, it shall become invalid upon the expiration of eleven months from the date of its execution.

### ARTICLE 3

#### TRUSTEES

3.1 Power of Trustees. All corporate powers shall be exercised by the Board of Trustees, except as otherwise expressly provided by law or by the Certificate of Incorporation, or by these By-Laws. The Board of Trustees shall constitute the directors of the Corporation.

3.2 Number. The number of Trustees shall be not less than three (3) nor more than twenty-five (25), and all of the Trustees shall also be members of the Corporation.

3.3 Election and Removal. Trustees shall be the persons elected as members of the Corporation at any annual or special meeting of members. The term of office of any Trustee may be terminated at any time, with or without cause, by the members, at an annual or a special meeting of members and any Trustee whose term of office has been so terminated shall thereupon cease to be a member of the Corporation.

3.4 Resignations. Any Trustee may resign at any time, orally or in writing, by notifying the President or the Secretary

of the Corporation, and such Trustee shall, upon his resignation, also cease to be a member of the Corporation. Any such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.5 Annual Meetings. Each newly elected Board of Trustees may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, without notice of such meeting, immediately after the annual meeting of members; or the time and place of such meeting may be fixed by consent in writing of all the Trustees; or such meeting may be held on call given as hereinafter provided for special meetings of Trustees.

3.6 Regular and Special Meetings. Regular meetings of the Board of Trustees may be held at such places and times as may be fixed from time to time by resolution of the Board of Trustees and no notice need be given of such regular meetings. The President or the Secretary may call, and upon a written request signed by any two Trustees the Secretary shall call, special meetings of the Board of Trustees. All meetings of the Board of Trustees may be held within or without the State of New York, as designated in the notice.

3.7 Notice. Notice of special meetings of the Board of Trustees shall be in writing, signed by the President or the Secretary, and shall be sent to each Trustee by mail or telegram addressed to his last known address at least one day before the time designated for such meeting.

3.8 Quorum. The presence in person of a majority of the members of the Board of Trustees shall be necessary and sufficient to constitute a quorum, but a smaller number may adjourn any meeting to a later date and at least one day's notice of such adjourned date shall be given in the manner provided in Section 3.7 to each Trustee who is not present at such meeting.

3.9 Action by Majority Vote. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be necessary and sufficient to take any action, except as otherwise expressly required by law or by these By-Laws.

3.10 Vacancies and Increase. Any vacancy arising for any reason in the Board of Trustees may be filled at a special meeting of members.

3.11 Waiver of Notice. Any meeting of Trustees and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting is waived in writing before, at or after such meeting by all the Trustees to whom notices were not sent as provided in these By-Laws.

3.12 Executive Committee. The Board of Trustees may designate from time to time an Executive Committee which shall consist of the President and two or more additional persons to be elected by the Board of Trustees from its members. Members of the Executive Committee shall serve until their respective successors shall be elected, unless otherwise specified at the time of their designation. Vacancies in the Executive Committee shall be filled



by the Board of Trustees. The Board of Trustees may delegate to the Executive Committee, and may authorize and empower the Executive Committee to have and to exercise, any and all powers of the Board of Trustees, provided, however, that the foregoing provision is subject to the limitations prescribed by law, and provided further, that the Executive Committee shall not have and may not exercise the power to elect members of the Executive Committee or the power otherwise to fill vacancies in the Executive Committee. A Majority of the Executive Committee shall constitute a quorum for the transaction of business, and any action taken by a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall constitute the act of the Executive Committee. The Executive Committee shall keep a record of its actions and shall report the same to the Board of Trustees. Any action taken by the Executive Committee shall be subject to rescission or change by the Board of Trustees, provided, however, that such rescission or change will not invalidate any acts of any officers or other persons taken prior to such rescission or change pursuant to such action of the Executive Committee. Subject to the limitations contained in these By-Laws, the Executive Committee may make rules for the calling, holding and conduct of its meetings and the keeping of the records thereof, provided that reasonable notice of all meetings of the Executive Committee shall be given to the members thereof.

#### ARTICLE 4

##### OFFICERS

4.1 Officers. The officers of the Corporation shall be

an Honorable Chairman of the Board of Trustees, a Chairman of the Board of Trustees, a President, such number of Vice-Presidents (with such order of seniority) as may from time to time be determined by the Board of Trustees, a Secretary and a Treasurer. Officers need not be Trustees or members, except that the Chairman of the Board of Trustees and the President must be Trustees. Officers shall be elected by the Board of Trustees at the annual meeting of the Trustees in each year. The Board of Trustees, in its discretion, may leave unfilled any office except that of President, Secretary and Treasurer and may appoint such other additional officers, with such duties and authority, as it shall see fit. Any two of the foregoing offices may be held by the same person, except that the same person may not serve as President and Vice-President, or as President and Secretary.

4.2 Term and Removal. The term of office of each officer shall be one year and until his successor is elected and qualifies. The Board of Trustees may, with or without cause, remove any officer of the Corporation and declare such office vacant.

4.3 Resignations. Any officer may resign at any time, orally or in writing, by notifying the President, the Secretary, or the Board of Trustees of the Corporation. Any such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Honorary Chairman of the Board of Trustees. The Honorary Chairman of the Board of Trustees shall have such duties



as may from time to time be prescribed by the Board of Trustees.

4.5 Chairman of the Board of Trustees. The Chairman of the Board of Trustees shall preside at all meetings of members and of the Board of Trustees, may give notice of any meeting, either of members or of Trustees, when called in accordance with the provisions of these By-Laws, and shall perform such other duties as may be assigned to him by the Board of Trustees.

4.6 President. The President shall be the chief executive officer of the Corporation and shall perform such duties as are customarily incident to the office of President and such other duties as may be assigned to him by the Board of Trustees, and, at any time when the office of Chairman of the Board of Trustees is vacant, or when the Chairman of the Board of Trustees is absent, the President shall perform the duties of Chairman of the Board of Trustees.

4.7 Vice-President. Each Vice-President shall perform, in the order of his seniority (if any), established by the Board of Trustees, the duties of the President in the case of death, absence or inability of the President to act for any cause, and such other duties as may be assigned to him by the President or by the Board of Trustees.

4.8 Secretary. The Secretary shall give notice of the meetings of members and of the Trustees of the Corporation as provided by these By-Laws, record their proceedings, keep the seal of the Corporation, maintain an accurate list of members of the Corporation, with their names and addresses, and perform such other duties



as may be assigned to him by the President or by the Board of Trustees.

4.9 Treasurer. The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation, deposit corporate funds in depositories approved by the Board of Trustees, make reports of the finances of the Corporation at each annual meeting, and when called upon by the President, and perform such other duties as may be assigned to him by the President or by the Board of Trustees. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Trustees, and at the expiration of his term of office, the Treasurer shall turn over to his successor in office all books, money and other property in his possession.

4.10 Vacancies. Vacancies in any office may be filled by the Board of Trustees at any regular or special meeting.

4.11 Compensation. The Board of Trustees may from time to time authorize and fix salaries or other compensation for personal services actually rendered by officers and employees of the Corporation, and officers and employees of the Corporation may be reimbursed for expenses actually and reasonably incurred by them in the performance of authorized duties in connection with the business and affairs of the Corporation, provided that such expenses shall have been approved by the Treasurer or by the Board of Trustees.

## ARTICLE 5

### ADVISORY COMMITTEE

5.1 Advisory Committee. The Board of Trustees may elect from time to time any number of persons who need not be members or Trustees of the Corporation to an advisory committee to assist the Board of Trustees in its duties. Unless otherwise specified by the Board of Trustees, members of the advisory committee shall have no duties, powers or obligations other than to render, either as individuals or as a group, advisory opinions to the Board of Trustees with regard to such matters pertaining to the business of the Corporation as may be presented to them by the Board of Trustees for consideration. The Board of Trustees may make such rules and regulations regarding meetings of the advisory committee and its rights and duties, as it may deem appropriate.

5.2 Term of Office. The term of office of each member of the advisory committee shall be of indefinite duration unless a term is specified by the Board of Trustees at the time of election of such member, but any such member may be removed from office at any time, with or without cause, by the Board of Trustees.

## ARTICLE 6

### ANNUAL REPORT

6.1 At each annual meeting of members, the Trustees shall present a report in accordance with Section 519 of the Not-for Profit Corporation Law, and file it and enter an abstract of it in the minutes of the meeting as provided in said Section.

ARTICLE 7

NEGOTIABLE INSTRUMENTS

7.1 Checks, promissory notes and other instruments for the payment of money shall be signed by such person or persons as may from time to time be designated by the Board of Trustees.

ARTICLE 8

CORPORATE SEAL

8.1 The seal of the Corporation shall be in such form as may from time to time be adopted by the Board of Trustees.

ARTICLE 9

FISCAL YEAR

9.1 Until changed by resolution of the Board of Trustees, the fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE 10

AMENDMENTS TO BY-LAWS

10.1 Amendments. These By-Laws may be amended, supplemented or repealed from time to time by the members.

10.2 Limitations. No provision of these by-Laws under which there shall be required for any specified action by the members more than a majority vote of the members present at a meeting when there is a quorum, shall be amended, suspended or repealed by a smaller vote than that required for action thereunder, and Article 2, Section 2.5 shall not be amended, suspended or repealed except by the unanimous vote of the members.



I, the undersigned, president of ORIGINAL BALLETS FOUNDATION, INC., do hereby certify that the Certificate of Incorporation of ORIGINAL BALLETS FOUNDATION, INC. annexed hereto is a complete and accurate copy of the Certificate of Incorporation of said corporation which was filed in the Department of State, State of New York on January 7, 1974 and I further certify that the By-Laws of said corporation annexed hereto is a complete and accurate copy of the By-Laws of said corporation which were duly adopted at a meeting of the Board of Trustees duly called and held.

Dated: January 25, 1974

---

BERNARD GERSTEN