

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
(Oklahoma Not for Profit Corporation)
FILING FEE: \$25.00**

TO: OKLAHOMA SECRETARY OF STATE
421 N.W. 13th, Suite 210
Oklahoma City, Oklahoma 73103
(405) 522-2520

I hereby execute the following articles for the purpose of amending and restating the certificate of incorporation in its entirety.

1. The name of the corporation is: International Federation for Choral Music
2. The date of filing its original certificate of incorporation: October 29th, 1986
3. The name of the registered agent and the street address of the registered office as amended in the State of Oklahoma are: International Federation for Choral Music
545 Couch Drive
Oklahoma City, OK 73102
4. The duration of the corporation is: Perpetual
5. The Corporation is formed to operate exclusively for charitable and educational purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and, more specifically to give every citizen of the world the opportunity to access choral music as an art form through its diverse range of projects using the following guidelines:
 - a) To strengthen cooperation between national and international organizations and individuals interested in all aspects of choral music.
 - b) To encourage the formation of choral organizations in countries and regions where none exists.
 - c) To foster and promote international exchange programs for choirs, conductors, composers, and students of choral music as well as researchers and scholars;
 - d) To promote, coordinate, and encourage choral festivals, symposiums, seminars, competitions, and meetings organized by its members.
 - e) To facilitate the dissemination of choral repertoire, research, recordings, and other appropriate materials.

- f) To encourage the inclusion of choral music in general education and to promote the exchange of information of pedagogy and training.

The Corporation may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth in Section 501(c)(3) of the Code.

- 6. In the event of dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code for a public purpose as determined by the Board of Directors. Any such assets not disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction in Oklahoma, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes as set forth in Section 501(c)(3) of the Code.
- 7. The Corporation is a Membership organization. The Members of the Corporation have the following rights:
 - a. Elect and remove the Directors of the IFCM.
 - b. Elect and remove the President of the IFCM.
 - c. Make amendment(s) to the Certificate of Incorporation having an impact on voting rights of the Members.
 - d. Make amendment(s) to the Bylaws having an impact on voting rights of the Members.
 - e. Effectuate a dissolution or merger.
 - f. Determine the sale of assets other than in the regular course of business as outlined in state statutes.

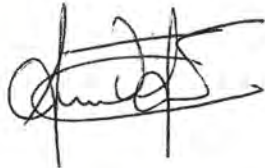
All other corporate powers necessary and incidental to taking action and conducting business of the Corporation shall be exercised by or under the authority of the Board of Directors. The Corporation has established Bylaws setting forth how the Corporation will be governed.

- 8. The Corporation shall have no capital stock and shall not be authorized to issue capital stock. The Corporation is not formed for pecuniary or financial gain. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.
- 9. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate of public office, including the publishing or distribution of statements.

10. In any taxable year in which the Corporation has been found by the Internal Revenue Service to be a private foundation as described in Section 509(a), the Corporation will operate in accordance with sections 4942, 4921(d), 4943(c), 4944 and 4945(d) of the Code.
11. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation. The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of Oklahoma. However, the Corporation shall make no indemnification in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper. The Board of Directors may provide for a more in-depth indemnification policy at any time.

This Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 after being proposed by the governing body of the corporation and approved by the members of the corporation in the manner and by the vote prescribed in Title 18, Sections 1077 and 1080, and **restates, integrates and further amends** the certificate of incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and attested by its Secretary, this 29th day of July, 2019.



Cristian Grases, Secretary



Emily Kuo, President