

State of New York }  
Department of State } *ss:*

*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 seal of the Department of State on*

**MAR 28 1997**



A handwritten signature in black ink, appearing to read "J. Leub", written over a horizontal line.

*Special Deputy Secretary of State*

F97052000704

**CERTIFICATE OF INCORPORATION  
OF  
THE MOCKINGBIRD FOUNDATION, INC.**

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

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, hereby certify:

- FIRST**           The name of the corporation is The Mockingbird Foundation, Inc.
- SECOND**         The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law.
- THIRD**           The purpose or purposes for which the Corporation is to be formed are as follows:
- To engage in the study, publication, distribution and dissemination of books and other published materials in written, electronic and/or recorded form concerning the music, history, performances and biographies of the musical group Phish and other contemporary popular musical groups and performers, and on such related areas of interest as the technical aspects of the tape recording of live concert music; to hold and deal in the copyrights, trademarks and other indicia of intellectual property protecting the work products produced by those collectively engaged in such study and publication; to distribute any net income from the publication of such published or licensed materials for such qualified not-for-profit charitable, educational, cultural or other purposes as may be permitted by law and as the directors of the corporation deem to be consistent with the purposes of this corporation and the public interest.
- To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.
- FOURTH**         In furtherance of and in addition to the foregoing corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law. The corporation shall have the power to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.
- FIFTH**           The Corporation shall be a "Type B" corporation as defined in Section 201 of the Not-for-Profit Corporation Law formed for those non-business educational, charitable, literary

and cultural purposes as more particularly set forth in Paragraph "THIRD" above.

SIXTH The office of the corporation is to be located in the County of Saratoga, State of New York.

SEVENTH The names and addresses of the initial directors until the first annual meeting are set forth below:

<u>Names</u>	<u>Addresses</u>
Craig DeLucia	275 Golfview Ct. SW Supply, North Carolina 28462
Marcie Dee Derman	702 S. Arlington Mill Drive #202 Arlington, Virginia 22204-6001
Edward Price Dinel II	16131 Anoka Drive Pacific Palisades, California 90272
Charles Andrew Dirksen	330 Parker Avenue, Suite 341 San Francisco, California 94118
David McCullough Donohue	833 Bashford Lane, Apt. 303 Alexandria, Virginia 22314
Charles W. Franz	706 S. Arlington Mill Drive #103 Arlington, Virginia 22204
Herschel Gelman	6557 Darlington Road Pittsburgh, Pennsylvania 15217
John Ellington Godard, Jr.	520 Caroline Avenue Charlottesville, Virginia 22902
Mark L. Goldberg	32 Summit Avenue #5 Brookline, Massachusetts 02146

Jack R. Lebowitz  
39 Garrison Road  
Queensbury, New York 12804-2002

Daniel Purcell  
2345 Prince Street  
Berkeley, California 94705

Joseph T. Rioux  
1933 Blackstone Drive  
Nashua, New Hampshire 03063

David Steinberg  
1415 NE 52nd Street #202  
Seattle, Washington 98105

John J. Wood  
706 Chelmsford St. #102  
Lowell, Massachusetts 01851

- EIGHTH The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against it is: c/o Lemery & Reid, P.C., Attn: Jack R. Lebowitz, Esq., 10 Railroad Place, Saratoga Springs, New York 12866-3033.
- NINTH The incorporator is of the age of eighteen years or over.
- TENTH The corporation, upon a resolution of the board of directors, may accept subventions from either members or non-members of the corporation, and may issue subvention certificates.
- ELEVENTH The corporation may issue bonds and debentures conferring upon the holders thereof rights to inspect the corporate books and records.
- TWELFTH The corporation may levy membership dues on its members as determined by the Board of Directors.

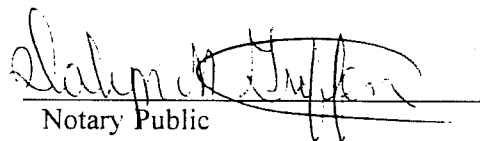
IN WITNESS WHEREOF, this certificate has been signed by the incorporator this 25<sup>th</sup> day of March, 1997.



\_\_\_\_\_  
Jack R. Lebowitz, Incorporator  
39 Garrison Road  
Queensbury, New York 12804-2002

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF SARATOGA                )

On this 25<sup>th</sup> day of March, 1997, before me personally came Jack R. Lebowitz, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he duly acknowledged to me that he executed the same.

  
\_\_\_\_\_  
Notary Public

**DALYN M. GRIFFEN**  
Notary Public, State of New York  
Saratoga County #01GR5074361  
Commission Expires March 11, 1999

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CERTIFICATE OF INCORPORATION  
OF  
THE MOCKINGBIRD FOUNDATION, INC.

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2cc's  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED MAR 26 1997  
TAX  
BY

Lemery & Reid, P.C.  
10 Railroad Place  
Saratoga Springs, New York 12866

(518) 581-8800

*Saratoga  
type: B*

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