

1985

Literary Managers and Dramaturgs of America Certificate of Incorporation

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CERTIFICATE OF INCORPORATION OF
LITERARY MANAGERS AND DRAMATURGS OF AMERICA, INC.

Under Section 402 of the Not-For-Profit
Corporation Law

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law, does hereby certify:

(1) The name of the Corporation is Literary Managers and Dramaturgs of America, Inc.
(2) The Corporation is a corporation as defined in sub-paragraph (a)(5) or Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

(3) The purposes for which the Corporation is formed are as follows:

(a) To stimulate and advance public appreciation of the theater and related performing and dramatic arts through activities designed to increase public understanding of dramaturgy and literary management, said activities including, but not limited to, educating the public as to the role of literary managers and dramaturgs within theaters, universities, and other forums for the presentation of performing arts; encouraging the use of literary managers and dramaturgs within the theater so as to improve the quality of theater presentations generally; promoting further communication among literary managers and dramaturgs so as to allow cooperative efforts in the furtherance of drama and theater arts; establishing and maintaining information on the function of literary managers and dramaturgs; holding workshops, conferences and symposia on the subjects of literary management and dramaturgy; encouraging those who wish to enter the field of literary management and dramaturgy; and in general acting so as to bring the public and the theater community to a more intelligent appreciation of literary management and dramaturgy;

(b) To carry on any and all other activities as shall from time to time be found necessary, appropriate and proper in connection with the above, such as are lawful for a Not-for-Profit corporation.

(4) In furtherance of the foregoing purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes. The Corporation shall have the right to exercise such other powers as now are, 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.

(5) Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: charitable, literary, or educational purposes as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1954.

(6) The Corporation shall be empowered to solicit funds from the public.

(7) The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

(8) Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(b) through (t) of the Not-for-Profit Corporation Law with the exception of (d).

(9) No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, except to the extent authorized by the Internal Revenue Code 501(h) as amended, or the corresponding provision of any future United States Internal Revenue law, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision, and the Corporation shall not participate in or intervene, including the publishing or distributing of statements, in any political campaign on behalf of any candidate for public office.

(10) The office of the Corporation shall be located in the County, City and State of New York.

(11) The Corporation's activities will be conducted principally within the County, City and State of New York, but the activities of the Corporation shall not be limited to such territory and may be conducted throughout the United States, its territories and possessions, and the rest of the world.

(12) The names and addresses of the initial directors of the Corporation are as follows:

Thomas Dunn – 407 West 44th Street, New York, NY 10036

Susan Gregg – 244 Waverly Place, New York, NY 10012

Bonnie Marranca – 2 Charlton Street, Apt. 11J, New York, NY 10014

(13) The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the corporation served upon him as agent of the corporation is:

Literary Managers and Dramaturgs of America, Inc.
c/o New Dramatists
424 West 44th Street
New York, New York 10036

(14) In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal Tax laws, or to the Federal government, or state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

IN WITNESS WHEREOF this Certificate has been signed and the statements made herein are affirmed as true under the penalties of perjury this 26th day of March, 1985.

Thomas Dunn
407 West 44th Street
New York, New York 10036