

**ARTICLES OF ASSOCIATION
PERIGEE: PUBLICATION FOR THE ARTS
by Robert Judge Woerheide, Copyright 2006**

The undersigned members, natural persons 18 years of age or older, in order to form an unincorporated association, adopt the following articles of association.

Article I: Name of Association

The name of this unincorporated association is Perigee: Publication for the Arts.

Article II: Purpose of the Association

The association is organized and operated exclusively for literary and educational purposes.

Subject to the limitations set forth in the Articles of Association, the purposes of this association shall be to engage in any lawful activity, none of which is for profit, for which associations may be organized under Section 501(c)(3).

The association's primary purpose is to promote literary arts and provide a venue for their publication, distribution, and appreciation.

To this end, the association shall produce publications on a regular basis devoted to verse, prose, and visual art; shall publish work from third parties; shall involve itself in the education and appreciation of literary work; shall hold contests and provide awards. All funds, whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article III: Limitations

At all times the following shall operate as conditions restricting the operations and activities of the association.

Section 3.01

No part of the net earnings of the association shall inure to any member of the association not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the association, nor to any other private personas, excepting solely such reasonable compensation that the association shall pay for services actually rendered to the association, or allowed by the association as a reasonable allowance for authorized expenditures incurred on behalf of the association.

(cont.)

Section 3.02

No substantial part of the activities of the association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the association shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3.03

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by a association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 3.04

The association shall not lend any of its assets to any officer or director of this association (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this association.

Article IV: Directors/Members

Section 4.01

The association may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the association's bylaws. The management and affairs of the association shall be at all times under the direction of a Board of Directors, whose operations in governing the association shall be defined by statute and by the association's bylaws. No member or Director shall have any right, title, or interest in or to any property of the association.

Section 4.02

The association's first Board of Directors shall be comprised of the following natural persons:

Robert Judge Woerheide (President, Treasurer)
Susan Fellows, PhD. (Vice President)
Kathryn Margery Woerheide (Secretary)

Article V: Debt Obligations and Personal Liability

No member, officer, or Director of this association shall be personally liable for the debts or obligations of this association of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this association.

Article VI: Indemnification

The association shall indemnify its members and Director to the fullest extent allowed by law.

(cont.)

Article VII: Dissolution

Upon the time of dissolution of the association, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the association, 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association 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.

Article VIII: Adoption

The members of this association are:

- Susan Fellows
- Robert Judge Woerheide
- Kathryn Margery Woerheide

The undersigned members hereby adopt these Articles of Association and certify that they execute these Articles for the purposes herein stated, and that by such execution they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury as if this document had been executed under oath.

Signed: _____ Date: _____

Signed: _____ Date: _____

Signed: _____ Date: _____