

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN SOCIETY OF ILLUSTRATORS PARTNERSHIP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2007, AT 5:03 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6117479

DATE: 10-30-07

**CERTIFICATE OF INCORPORATION
OF
AMERICAN SOCIETY OF ILLUSTRATORS PARTNERSHIP, INC.
A NON-STOCK CORPORATION**

First: The name of the Corporation is American Society of Illustrators Partnership, Inc. (the "Corporation").

Second: Its registered office in the State of Delaware is to be located at Corporation Service Company, 2711 Centerville Road, Suite 400, County of New Castle, Wilmington, DE 19808. The name of the Corporation's registered agent at that address is Corporation Service Company.

Third: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), including without limitation, to promote the professional development of, and to protect the professional and artistic interests of, professional American illustrators. In furtherance of these professional and artistic purposes, the Corporation shall:

- (a) Educate members and others regarding the rights of illustrators to receive royalties and licensing fees for the use of their work;
- (b) Communicate with collecting societies established for the benefit of illustrators outside of the United States regarding the collecting of reprographic royalties, and any other future secondary collective rights (including, without limitation, secondary rights relating to dissemination by means of the internet, broadcast television, and cable television) owed to illustrators in the United States and the transfer of such royalties to the Corporation for disbursement to member illustrators and for use in other projects for the benefit of illustrators;
- (c) Conduct collective licensing activities for published artistic work within the United States to attempt to collect royalties and license fees from users of illustrations regarding any reprographic royalties, and any other future secondary collective rights (including, without limitation, secondary rights relating to dissemination by means of the internet, broadcast television, and cable television) to which illustrators are entitled on behalf of members, including retaining third party advisors to assist with such activities; and
- (d) Conduct all lawful activities which may be useful in accomplishing the foregoing purposes.

The Corporation shall be a nonprofit corporation.

Fourth: The corporation shall not have any capital stock.

Fifth: Notwithstanding any other provision of this certificate, the Corporation is organized exclusively for professional and artistic purposes, and shall not carry on any activities

not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code, as it may be amended (the "Code"). The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(6) purposes.

Sixth: The Corporation shall be managed by a Board of Directors, which shall be elected by the Members as set forth below. The number of directors shall be not less than three nor more than twelve. The initial number of directors shall be ten.

Seventh: The Corporation shall have two classes of Members: (a) Founding Members, and (b) General Members. The Founding Members shall have the voting rights set forth in paragraph 10 below. The General Members shall have the voting rights set forth in paragraph 11 below.

Eighth: The Founding Members are the following six entities: (i) Illustrators' Partnership of America, (ii) Association of Medical Illustrators, (iii) Society of Illustrators NY, (iv) American Society of Architectural Illustrators, and (v) Guild of Natural Science Illustrators and (vi) San Francisco Society of Illustrators. Each Founding Member shall have the right to elect a single Director to the Board of Directors of the Corporation. In addition, as a group the Founding Members shall have the right to elect a seventh Director who shall be designated to represent unaffiliated illustrators at-large.

Ninth: Conditions to becoming a General Member shall be set forth in the by-laws of the Corporation. The General Members shall be such entities and natural persons as shall be admitted to the Corporation as General Members, only upon meeting such requirements as shall be set forth in the bylaws from time to time and upon a resolution of the Board of Directors electing such persons as General Members. The General Members, as a group, shall have the right to elect three Directors of the Corporation. In connection with the election of each such Director, each General Member shall have one vote.

Tenth: The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. Each Director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such Director was elected; provided, that each Director initially appointed to Class I shall serve for a term expiring at the Corporation's annual meeting of Founding and General Members held in 2008; each Director initially appointed to Class II shall serve for a term expiring at the Corporation's annual meeting of Founding and General Members held in 2009; and each Director initially appointed to Class III shall serve for a term expiring at the Corporation's annual meeting of Founding and General Members held in 2010; provided further, that the term of each Director shall continue until the election and qualification of his successor and be subject to his earlier death, resignation or removal.

Eleventh: The names and addresses of the initial directors, each of whom is of full age, are as follows, and each director is assigned to the class next to such director's name below:

Name	Address	Class of Director
Bradford Holland	96 Greene Street, Loft 4 New York, NY 10012	I
Cynthia Turner Alexander	56 Old Miller Place Grayton Beach, FL 32459	I
Dolores R. Santoliquido	15 Skyline Drive Brookfield, CT 06804-1421	II
Michel Bohbot	3823 Harrison St., Apt 303 Oakland, CA 94611	II
Donald Kilpatrick	1968 Humphrey Avenue Birmingham, MI 48009	II
Raymond Michael Belknap	328 South Broadway Rochester, Minnesota 55904	III
Frank M. Costantino	82 Main Street Winthrop, MA 02152	III

Twelfth: The name and mailing address of the incorporator are as follows:

Name: Terrence Brown,

Address: 9 Foster Place, Pleasantville NY 10570

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 23rd day of October, 2007.

BY: /s/Terrence Brown

(Incorporator)

Name: Terrence Brown

**STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE
AMERICAN SOCIETY OF ILLUSTRATORS PARTNERSHIP, INC.**

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

First: The name of the corporation is AMERICAN SOCIETY OF ILLUSTRATORS PARTNERSHIP, INC..

Second: The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served is Harvard Business Services, Inc. The address of the Registered Agent is 16192 Coastal Highway, Lewes, DE 19958, County of Sussex.

Third: The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: / S / Cynthia Turner
Vice President

Name: Cynthia Turner
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