

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORGAN HISTORICAL SOCIETY**

A Domestic Nonprofit Corporation

In compliance with the requirements of 15 Pa. C.S. § 5306 (relating to articles of incorporation) and 15 Pa. C.S. § 5915 (relating to articles of amendment), the following were adopted as the Amended and Restated Articles of Incorporation (the “Articles”) of the corporation:

1. Name. The name of the corporation is: Organ Historical Society.

2. Address. The address of the corporation’s registered office in this Commonwealth is:

330 N. Spring Mill Rd.
Villanova, PA 19085-1737
Montgomery County

3. Incorporation. The corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1933, as amended, by filing Articles of Incorporation with the Department of State on May 3, 1961.

4. Restatement. These Articles supersede the corporation’s original Articles of Incorporation and all amendments thereto.

5. Adoption. These Articles were adopted by the corporation’s Members pursuant to 15 Pa. C.S. § 5914(a).

6. Purposes and Operation. The corporation is incorporated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the “Code”). Without limiting the provisions of the preceding sentence or any other provision of these Articles, the primary purpose of the corporation shall be to enrich, encourage, promote, and further public knowledge, understanding, and appreciation of the pipe organ and its place in history and culture by: providing resources, programs, and events for education, research, and scholarship; encouraging restoration and preservation of historically significant pipe organs; and providing opportunities to convene, discuss, and learn about the pipe organ, its design, construction, aesthetic, and performance.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by an organization exempt from income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

7. Nonprofit. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

8. Private Foundation. Notwithstanding any other provision in these Articles, if at any time the corporation is a private foundation within the meaning of Section 509 of the Code, then at all such times it shall be subject to the following additional restrictions:

- (a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

9. Nonstock. The corporation is organized upon a nonstock basis.

10. Members. The corporation may have members with obligations, privileges, and benefits as determined by the corporation's Board of Directors (the "Board"); provided, however, the corporation shall have no members with voting or other

rights under the Act.

11. Dissolution. Upon the dissolution of the corporation, after paying or making provisions for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board. Any assets not so distributed by the Board shall be distributed by the Court of Common Pleas of the county in which the corporation's principal office is then located, exclusively for the corporation's exempt purposes.

12. Amendment. These Articles may be amended as provided in the Bylaws of the corporation. The Bylaws shall govern the operation of the corporation unless any Bylaw conflicts with these Articles, in which case the Articles shall be controlling.

13. Effective Date. These Articles shall be effective as of the date of filing.