

**ARTICLES OF INCORPORATION
OF
PRODUCERS GUILD OF AMERICA, INC.**

ARTICLE 1. CORPORATE NAME. The name of this corporation is Producers Guild of America, Inc.

ARTICLE 2. PURPOSE. The purposes for which this corporation is formed are as follows:

- (a) This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.
- (b) The specific purposes of this corporation are to represent, protect, and promote the professional and educational interests of members of the producing team in film, television, advanced and other media, and related industries, and to honor the professional achievements of such persons.

ARTICLE 3. MEMBERS. This corporation shall have members whose rights and obligations shall be defined in the corporation's bylaws.

ARTICLE 4. NO PRIVATE INUREMENT. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes set forth in Article 2 hereof.