

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DELAWARE SYMPHONY ASSOCIATION**

Delaware Symphony Association, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Delaware Symphony Association. Delaware Symphony Association was originally incorporated under the name Wilmington Symphony Orchestra, Inc., and its original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on March 20, 1947.
2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
3. This Amended and Restated Certificate of Incorporation amends and restates the Certificate of Incorporation of the corporation in its entirety as follows:

FIRST: The name of this corporation is Delaware Symphony Association (hereinafter, the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1000 North King Street, Wilmington, New Castle County, Delaware, 19801, and the name of the Corporation's registered agent at such address is YCS&T Services LLC.

THIRD: The Corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

FOURTH: In furtherance of its exempt purposes, the purposes of the Corporation are as follows:

(A) To promote the welfare of the community at large by organizing, supervising, and managing the study of musical activities and kindred and allied subjects, and by kindling and keeping alive a general interest in music; to give concerts for educational purposes; to create, establish, encourage, assemble, sponsor, control, manage, maintain, and operate an orchestra or orchestras or any organization related thereto or necessary therefor, together with soloists, conductor or conductors, musicians, performers, managers, instructors, or other persons, as well as corporations or organizations necessary or desirable therefor; and to do any things necessary or related thereto including the acquisition of, use of, and dealing in music, manuscripts,

orchestrations, musical instruments, equipment, or property desired for the use and operation of the Corporation.

(B) Subject to the foregoing, the Corporation shall have the power and authority to engage in any lawful act or activity for which a charitable nonstock corporation may be organized under the laws of the State of Delaware; provided, however, that the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

FIFTH: The Corporation shall be a membership corporation without authority to issue capital stock, not organized for profit, and no part of the net earnings, if any, of the Corporation shall inure to the benefit of any member or any private individual. The conditions of membership, or other criteria for identifying members, of the Corporation shall be such as may be stated from time to time in the bylaws of the Corporation (the "Bylaws").

SIXTH: (A) The business and affairs of the Corporation shall be managed by or under the direction of a board of directors (the "Board of Directors"). The total number of directors constituting the Board of Directors shall be as set forth in, or determined in accordance with, the Bylaws. No individual may serve as a director unless he or she meets the qualifications for directors set forth in the Bylaws, and if a director fails to remain qualified pursuant to the Bylaws, he or she shall automatically cease to be a director.

(B) From and after the date of the first meeting of the Board of Directors following the filing and effectiveness of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, the Board of Directors shall be divided into three classes, designated Class I, Class II, and Class III. Each class shall consist, as nearly as may be possible, of one third of the total number of directorships. The initial division of the Board of Directors into classes shall be made by the decision of the affirmative vote of a majority of the total number of directors then in office, unless the vote of a greater number is required by law. Class I directors shall serve for an initial term ending at the annual meeting of members held in 2015, Class II directors shall serve for an initial term ending at the annual meeting of members held in 2016, and Class III directors shall serve for an initial term ending at the annual meeting of members held in 2017. At each annual meeting of members beginning with such meeting in 2015, directors of the class whose term expires at that annual meeting shall be elected for a three-year (3-year) term and until the election and qualification of their respective successors in office.

(C) Any director or the entire Board of Directors may be removed, with or without cause, at any time, by a vote of two thirds (2/3) of the members then entitled to vote at an election of directors.

(D) Any vacancy in the Board of Directors, whether because of resignation, removal, disqualification, an increase in the total number of directors, or another cause, may be filled only by a majority vote of the remaining directors, even if such remaining directors are less than a quorum.

SEVENTH: (A) In furtherance of the general powers conferred by the laws of the State of Delaware and the purposes herein set forth, the Corporation shall have the power, acting through, or pursuant to delegation of authority by, the Board of Directors, and subject to the restrictions set forth in this Amended and Restated Certificate of Incorporation and such restrictions as may be set forth from time to time in the Bylaws, to do and perform all such acts and things as are necessary and convenient to the attainment of the purposes herein set forth.

(B) Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(C) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

EIGHTH: In liquidation, dissolution, receivership, or other termination of the existence of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the total net assets of the Corporation to any nonprofit entity organized for exempt purposes within the meaning of Section 501(c)(3) of the Code, to the federal government, or to a state or local government for a public purpose, as the Board of Directors may determine to be best suited to the accomplishment of the purposes of the Corporation. In the event that any such assets are not so disposed, a court of competent jurisdiction of the county in which the principal office of the Corporation is then located shall dispose of such assets to such organization or organizations that are organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code.

NINTH: The Board of Directors shall have the power to make, adopt, alter, amend, and repeal the Bylaws without the assent or vote of the members, including, without limitation, the power to fix, from time to time, the total number of directors constituting the Board of Directors, subject to the right of the members to alter, amend and repeal any bylaws made by the Board of Directors.

TENTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware, including, without limitation, as provided in Section 102(b)(7) of the General Corporation Law of the State of Delaware, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law of the State of Delaware is amended after the effectiveness of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended. Any repeal or modification of this Article TENTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

ELEVENTH: The Corporation shall indemnify, and pay in advance the expenses of, a director or officer (including a former director or officer) of the Corporation as provided in the Bylaws or, subject to the Bylaws, as may be required in or under any statute, agreement, vote of disinterested directors, or otherwise.

TWELFTH: The Corporation reserves the right, if for an exempt purpose within the meaning of Section 501(c)(3) of the Code, to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on the Board of Directors, officers, or members of the Corporation are subject to this reservation.

THIRTEENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation; (B) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or employee of the Corporation to the Corporation or the members; (C) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware; or (D) any action asserting a claim governed by the internal affairs doctrine as such doctrine exists under the law of the State of Delaware.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation of Delaware Symphony Association has been executed by its duly authorized officer this 17th day of October 2014.

DELAWARE SYMPHONY ASSOCIATION

By: Charles W. Babcock
Name: Charles W. Babcock
Title: President

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