The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION/* MERGER
(General Laws, Chapter 180, Section 10)
Domestic and Domestic Corporations

*Consolidation/* merger of

Berklee College of Music, Inc.

____________________________________________________

____________________________________________________

____________________________________________________

and

The Boston Conservatory

the constituent corporations, into

Berklee College of Music, Inc.

*one of the constituent corporations /a new corporation.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of *consolidation/* merger was duly adopted in accordance and compliance with the requirements of General Laws, Chapter 180, Section 10.

2. That if any of the constituent corporations constitutes a public charity, then the resulting or surviving corporation shall be a public charity.

3. The resulting or surviving corporation shall furnish a copy of the agreement of *consolidation/* merger to any of its members or to any person who was a stockholder or member of any constituent corporation upon written request and without charge.

4. The effective date of the *consolidation/* merger determined pursuant to the agreement of *consolidation/* merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

June 1, 2016

5. (For a merger)

(a) The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

Amendments to the Articles of Organization are attached hereto as Exhibit A.

*Delete the inapplicable word.
(For a consolidation)
(b) The purpose of the resulting corporation is to engage in the following activities:

Not applicable.

**(c) The resulting corporation may have one or more classes of members. If it does, the designation of such class or classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the bylaws of the corporation or may be set forth below:

Not applicable.

**(d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the resulting corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

Not applicable.

6. The information contained in Item 6 is not a permanent part of the Articles of Organization of the resulting/surviving corporation.
(a) The street address of the resulting/surviving corporation in Massachusetts is: (post office boxes are not acceptable)

1140 Boylston Street, Boston, MA 02215

*Delete the inapplicable word.  **If there are no provisions state "None".
(b) The name, residential address and post office address of each director and officer of the surviving corporation is:

<table>
<thead>
<tr>
<th>NAME</th>
<th>RESIDENTIAL ADDRESS</th>
<th>POST OFFICE ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Roger Brown</td>
<td>73 Somerset St</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Belmont MA 02478</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Richard Hissey</td>
<td>439 Stearns St</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Carlisle, MA 01741</td>
</tr>
<tr>
<td>Clerk</td>
<td>Melissa Howe</td>
<td>18 Oak St</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Lexington, MA 02421</td>
</tr>
<tr>
<td>Directors</td>
<td>See the attached Exhibit B</td>
<td></td>
</tr>
</tbody>
</table>

(c) The fiscal year (i.e. tax year) of the surviving corporation shall end on the last day of the month of:

May

(d) The name and business address of the resident agent, if any, of the surviving corporation is:

None

The undersigned officers of the several constituent corporations listed herein further state under the penalties of perjury as to their respective corporations that the agreement of consolidation or merger has been duly executed on behalf of such corporations and duly approved by the members / stockholders / directors of such corporations in the manner required by General Laws, Chapter 180, Section 10.

TO BE EXECUTED ON BEHALF OF EACH CONSTITUENT CORPORATION

[Signatures]

*President / *Vice-President

[Signatures]

*Clerk / *Assistant-Clerk

of Berklee College of Music, Inc. (Name of constituent corporation)

[Signatures]

*President / *Vice-President

[Signatures]

*Clerk / *Assistant-Clerk

of The Boston Conservatory (Name of constituent corporation)

*Delete the Inapplicable words.
Exhibit A

Article IV, setting forth other lawful provisions for the conduct and regulation of the business and affairs of the corporation, is amended to add:

Prior to June 1, 2025, the Board of Trustees shall not breach such provisions as may be set forth in Article III, Sections 3.05 – 3.09 of that certain Merger Agreement dated as of December 18, 2015 between the corporation and The Boston Conservatory. From and after June 1, 2025, the foregoing sentence shall be of no further force and effect.
### Director Name | Residential and Post Office Address
--- | ---
David Abrams | 222 Berkeley Street, 22nd Floor  
Boston, MA 02116
Luis Alvarez | 9A Ave San Patricio  
Guaynabo, PR 00968
G. Leonard Baker, Jr. | 755 Page Mill Road  
Palo Alto, CA 94304-1005
Michael A. Brown | 26580 Agoura Road  
Calabasas, CA 91302
Roger Brown | 73 Somerset St.  
Belmont, MA 02478
John Connaughton | 170 Otis St.  
West Newton, MA 02465
Cynthia K. Curme | 314 Commonwealth Ave, Unit 1  
Boston, MA 02115-2140
Michael R. Eisenson | 32 Claypit Hill Rd.  
Wayland, MA 01778-2003
Emilio Estefan | 420 Jefferson Avenue  
Miami Beach, Florida 33139
Gloria Estefan | 420 Jefferson Avenue  
Miami Beach, Florida 33139
Monica Giraldo | Calle 111 #2-17  
Bogotá, Colombia
Dean F. Goodermote | 18 Winthrop Rd #1  
Wayland, MA 01778
David Gross-Loh | 200 Clarendon Street  
Boston, MA 02116
Christopher Guest | 212 26th Street  
Santa Monica, CA 90402
Josh Gruss | 400 Madison Avenue, 18th Floor  
New York, NY 10017
Nils Gums | 700 N. Mariposa Street, Unit 102  
Burbank, CA 91506
Dan Harple | Ankerplaats  
Herengracht 25  
Amsterdam 1015BA  
Netherlands
Kristine Moyer Higgins | 1 Highland Street  
Cambridge, MA 02138
Charles Hirschhorn | 800 W. Olympic Blvd.  
Los Angeles, CA 90015
Steven Holtzman | 1201 Commonwealth Ave.  
West Newton, MA 02465
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bill Kaiser</td>
<td>One Brattle Square, 4th Floor, Cambridge, MA 02138</td>
</tr>
<tr>
<td>Joel Katz</td>
<td>3333 Piedmont Road, NE, Atlanta, GA 30305</td>
</tr>
<tr>
<td>B.J. Krintzman</td>
<td>30 Avalon Rd., Waban, MA 02468-1610</td>
</tr>
<tr>
<td>Laura D. Kunkemueller</td>
<td>45 Whiting Ave., Dedham, MA 02026-3022</td>
</tr>
<tr>
<td>Sara Lawrence-Lightfoot</td>
<td>6 Appian Way, Cambridge, MA 02138</td>
</tr>
<tr>
<td>Mie Kyung Lee</td>
<td>1801 Century Park East, Los Angeles, CA 90067</td>
</tr>
<tr>
<td>Martin J. Mannion</td>
<td>13 Commonwealth Ave, Boston, MA 02116</td>
</tr>
<tr>
<td>Demond Martin</td>
<td>12 Albun Rd, Waban, MA 02468</td>
</tr>
<tr>
<td>Marc Mayer</td>
<td>40 Rowes Wharf, Boston, MA 02110</td>
</tr>
<tr>
<td>Jane L. Mendillo</td>
<td>600 Atlantic Ave, Boston, MA 02210</td>
</tr>
<tr>
<td>Frederick T. Miller</td>
<td>195 Islington Road, Newton, MA 02455-1023</td>
</tr>
<tr>
<td>Peter Muller</td>
<td>1745 Broadway, 25th Floor, New York, NY 10019</td>
</tr>
<tr>
<td>Anthony Pangaro</td>
<td>7 Water Street, Boston, MA 02109-4106</td>
</tr>
<tr>
<td>Alex Rigopoulos</td>
<td>625 Massachusetts Ave, 2nd Fl, Cambridge, MA 02139</td>
</tr>
<tr>
<td>Jeff Shames</td>
<td>30 Wadsworth Street, Cambridge, MA 02142</td>
</tr>
<tr>
<td>David Scott Sloan</td>
<td>10 St. James Ave., Boston, MA 02116-3813</td>
</tr>
<tr>
<td>Darius Sidebotham</td>
<td>28 Worcester Sq., Apt 1, Boston, MA 02118-2943</td>
</tr>
<tr>
<td>Susan Solomon</td>
<td>60 Beaver Road, Weston, MA 02493</td>
</tr>
<tr>
<td>Jeffrey C. Walker</td>
<td>15 Central Park West, Apt. 14D, New York, NY 10023</td>
</tr>
<tr>
<td>Susan Whitehead</td>
<td>259 Walnut Street, #12, Newton, MA 02460</td>
</tr>
<tr>
<td>Ann Marie Wilkins</td>
<td>323 Broadway, Cambridge, MA 02139</td>
</tr>
<tr>
<td>Marilynn Zacharis</td>
<td>72 Woodchester Dr., Weston, MA 02493-1436</td>
</tr>
<tr>
<td>Barry Zubrow</td>
<td>500 Black River Road, Far Hills, NJ 07931</td>
</tr>
</tbody>
</table>
THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

May 31, 2016 04:00 PM

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth