



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Short Form Return of Organization Exempt From Income Tax

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions) All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning 2011, and ending 2011

B Check if applicable: X Address change, X Name change, Initial return, Terminated, Amended return, Application pending. C Name of organization: HEARTHFIRE, INC. D Employer identification number: 13-4133834. E Telephone number: (212) 549-5372. F Group Exemption Number.

G Accounting Method: X Cash, Accrual, Other (specify). H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: Tax-exempt status (check only one): X 501(c)(3), 501(c)(), 4947(a)(1) or 527.

K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. \$ 43,890.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I) Check if the organization used Schedule O to respond to any question in this Part I. X

Table with 21 rows and 2 columns. Rows 1-9: Revenue (Total revenue: 43,890). Rows 10-17: Expenses (Total expenses: 47,873). Rows 18-21: Net Assets (Net assets at end of year: 16,592). Includes a 'RECEIVED' stamp dated MAY 08 2012 from OGDEN, UT.

For Paperwork Reduction Act Notice, see the separate instructions. Form 990-EZ (2011)

SCANNED MAY 14 2012

Handwritten initials and marks at the bottom right of the page.

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name Otherwise, explain the change on Schedule O (see instructions)
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations Enter
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911, section 4912, section 4955
40b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
40c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization
40e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed
42a The organization's books are in care of HEARTHFIRE, INC Telephone no 212-549-5372 Located at 30 ROCKEFELLER PLAZA 56TH FLOOR NEW YORK, NY ZIP + 4 10112
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
42c At any time during the calendar year, did the organization maintain an office outside the U S? If "Yes," enter the name of the foreign country
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions).

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I. 46 Yes No X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 47 Yes No X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 48 Yes No X
49a Did the organization make any transfers to an exempt non-charitable related organization? 49a Yes No X
b If "Yes," was the related organization a section 527 organization? 49b Yes No

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

Table with 5 columns: (a) Name and address of each employee paid more than \$100,000; (b) Title and average hours per week devoted to position; (c) Reportable compensation (Forms W-2/1099-MISC); (d) Health benefits contributions to employee benefit plans and deferred compensation; (e) Estimated amount of other compensation. All rows contain 'NONE'.

f Total number of other employees paid over \$100,000
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

Table with 3 columns: (a) Name and address of each independent contractor paid more than \$100,000; (b) Type of service; (c) Compensation. All rows contain 'NONE'.

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A. X Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: KRISTA SMITH, Date: 5/2/2012, Title: PRESIDENT

Paid Preparer Use Only: Print/Type preparer's name: Seanna Lui, Preparer's signature, Date: 4/30/12, Check self-employed, PTIN: P00647376, Firm's name: ROCKEFELLER & CO. INC., Firm's address: 30 ROCKEFELLER PL. - RM 5600, NEW YORK, NY 10112, Firm's EIN: 13-3006584, Phone no: 212-549-5100

May the IRS discuss this return with the preparer shown above? See instructions X Yes No

Public Charity Status and Public Support

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization
HEARTHFIRE, INC.

Employer identification number
13-4133834

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011; 15 Public support percentage from 2010; 16a 33 1/3% support test - 2011; b 33 1/3% support test - 2010; 17a 10%-facts-and-circumstances test - 2011; b 10%-facts-and-circumstances test - 2010; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	78,994.	51,000	42,526.	30,270.	40,000.	242,790.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	610	597.	2,526.	2,330.	3,890.	9,953
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	79,604.	51,597	45,052.	32,600	43,890	252,743.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			10,000	22,000	35,000.	67,000.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.			10,000.	22,000.	35,000.	67,000
8 Public support (Subtract line 7c from line 6)						185,743.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.	79,604.	51,597.	45,052.	32,600.	43,890.	252,743.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	5,331.	250.	2,459.			8,040.
13 Total support. (Add lines 9, 10c, 11, and 12)	84,935	51,847.	47,511.	32,600.	43,890.	260,783.
14 First five years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	15	71.23%
16 Public support percentage from 2010 Schedule A, Part III, line 15.	16	78.35%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information (See instructions)

OTHER INCOME

SCHEDULE A, PART III - OTHER INCOME

2007: 5,331

2008: 250

2009: 2,459

2010: NONE

2011: NONE

TOTAL 8,040

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

HEARTHFIRE, INC.

Employer identification number

13-4133834

ATTACHMENT 1

FORM 990EZ, PART I - OTHER EXPENSES

SUPPLIES	1,157.
ADMINISTRATIVE	400.
BANK CHARGES	4.
CLASSROOM EXPENSE	743.
LICENSES & PERMITS	40.
MISCELLANEOUS	1,574.
PRINTING & REPRODUCTION	6,757.
PROGRAM EXPENSE	1,512.
PUBLIC RELATIONS & ADVERTISING	15,658.
TEACHING & TUTORING	1,135.
TRAVEL & ENTERTAINMENT	1,309.
ACCOUNTING FEES	2,335.
LEGAL FEES	8,122.
TOTAL	40,746.

ATTACHMENT 2

FORM 990EZ, PART II - CASH, SAVINGS AND INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING OF YEAR</u>	<u>END OF YEAR</u>
CASH	20,575.	16,592.
TOTALS	20,575.	16,592.

ATTACHMENT 3

FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

OPERATION OF A THEATRE COMPANY COMMITTED PRIMARILY TO EXPANSION OF
THE VISIBILITY OF SOCIAL ISSUES BETWEEN DIVERSE SOCIOECONOMIC
POPULATIONS.

ATTACHMENT 4

FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PROGRAM SERVICE ACCOMPLISHMENT 1

Name of the organization

HEARTHFIRE, INC.

Employer identification number

13-4133834

ATTACHMENT 4 (CONT'D)FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

EDUCATION AND TRAINING IN THE PERFORMING ARTS TO DISABLED AND OTHER DISADVANTAGED INDIVIDUALS TO PROVIDE THE PARTICIPANTS WITH THE CONFIDENCE AND SKILLS NECESSARY TO BECOME MORE PRODUCTIVE MEMBERS OF SOCIETY AND PRODUCTION OF THEATRICAL PERFORMANCES WHICH HIGHLIGHT VARIOUS SOCIAL AND ECONOMIC ISSUES FROM THE COMMUNITY.

ATTACHMENT 5FORM 990EZ, PART V - EXPLANATION FOR SIGNIFICANT CHANGES MADE TO ORGANIZING DOCUMENTS

DURING THE CURENT YEAR, THE ORGANIZATION LEGALLY CHANGED THEIR NAME TO HEARTHFIRE, INC. PLEASE SEE ATTACHED AMENDED CERTIFICATE OF INCORPORATION AND RELATED DOCUMENTS FILED WITH NEW YORK STATE.

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND TITLE	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	REPORTABLE COMPENSATION (FORM W-2/1099-MISC)	HEALTH BENEFITS, CONTRIBUTION TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION	ESTIMATED AMOUNT OF OTHER COMPENSATION
KRISTA SMITH	PRESIDENT			
30 ROCKEFELLER PLAZA 56TH FLOOR NEW YORK, NY 10112	30.00	6,900.	0	0
MICHAEL QUATRONE	VICE PRESIDENT			
30 ROCKEFELLER PLAZA 56TH FLOOR NEW YORK, NY 10112	30.00	0	0	0
ELIZABETH TRESTON	SECRETARY			
37 WYOMING AVENUE LONG BEACH, NY 11561	1.00	0	0	0
GRAND TOTALS		6,900.	0	0

CSC 45
Drawdown

111027000 206

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
VISIBLE THEATRE, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, for the purpose of amending the Certificate of Incorporation of Visible Theatre, Inc. (the "Corporation"), pursuant to Section 803 of the New York Not-for-Profit Corporation Law, hereby certifies that:

1. The name of the Corporation is Visible Theatre, Inc. Except as hereinafter provided, the name of the Corporation has not been changed since its incorporation.
2. The Certificate of Incorporation was filed with the Department of State on June 22, 2000. The Corporation was formed under the Not-For-Profit Corporation Law of the State of New York.
3. The Corporation is a Corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
4. So as to effect a change in the corporate name, pursuant to Section 801 of the Not-for-Profit Corporation Law, Paragraph FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is Hearthfire, Inc.

5. So as to effect a change in the corporate purpose, pursuant to Section 801 of the Not-for-Profit Corporation Law, Paragraph FOURTH of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

FOURTH: The corporation is formed for the following purpose or purposes:

(a) To promote, provide, operate and solicit contributions for a non-profit artistic and educational organization committed primarily to promoting personal growth and community building, and to addressing contemporary social issues through creative, cultural, educational and ecological activities and programs.

(b) To provide, facilitate and support opportunities in the creative process, and in nature, for disadvantaged or disempowered populations and all persons committed to social good.

(c) To engage in any and all other activities designed to promote the foregoing.

(d) To have in furtherance of its not-for-profit corporation purposes, all of the powers conferred upon corporations organized under the Not-for-Profit Corporation Law subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of New York.

(e) Nothing in this Certificate of Incorporation, any amendment thereof, or the By-Laws shall authorize the Corporation to, and the Corporation shall not, enter into any transaction, carry on any activity, or engage in any business for pecuniary profit or perform or engage in any act or practice prohibited by any state or federal law.

(f) Notwithstanding any other provision of this Certificate, the Corporation is formed exclusively for charitable, religious or educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code, and shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Code section 501(c)(3).

(g) Nothing herein shall authorize the corporation to own, operate or maintain a library, school, museum, historical society, historic site, or to own or hold collections.

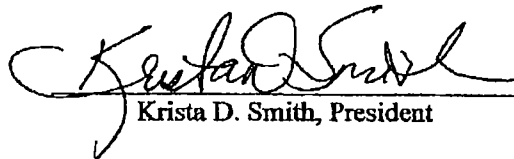
(h) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf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

6. The foregoing amendment of the Certificate of Incorporation was authorized by unanimous written consent of all of the directors of the Corporation.

7. The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon her is: Krista D. Smith, 765 Bedford Road, Pocantico Hills, New York 10591.

IN WITNESS WHEREOF, the undersigned has dated and executed this instrument and affirms that the statements made herein are true under the penalties of perjury.

Dated: July 21, 2011



Krista D. Smith, President

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(Certificate of Amendment with Name Change)

Consent is hereby given to the filing by

Visible Theatre, Inc.

[name of entity]

of the annexed certificate of amendment, including a change of name to

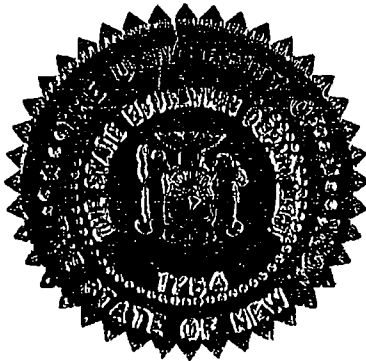
Hearthfire, Inc.

[new name]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.



JOHN B. KING, JR.
Commissioner of Education

By:

Kathleen Marinelli
Kathleen Marinelli

Commissioner's authorized designee

Date

8/18/11

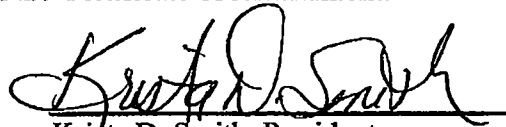
**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

AFFIDAVIT

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER) SS.:


The undersigned, Krista D. Smith, being duly sworn, deposes and says:

1. I am the President of Visible Theatre, Inc. (the "Corporation"), a corporation organized under the Not-For-Profit Corporation Law of the State of New York.
2. I have been made aware of and agree to the proposed amendment to the Certificate of Incorporation of the Corporation in paragraph FOURTH, the "purposes" clause. Annexed hereto as Exhibit 1 is the Certificate of Amendment of the Certificate of Incorporation of the Corporation.
3. The current assets of the Corporation will only be used for purposes and powers currently contained in the Certificate of Incorporation. The future assets will be used for purposes and powers as stated in the Certificate of Amendment.



Krista D. Smith, President

Sworn to me this 6th day of October, 2011.



Notary Public

THOMAS SCHRADER
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN WESTCHESTER COUNTY
REG. #01SC6144266
MY COMM. EXP. OCT. 22, 2014

I, Nicholas Colabella, a Justice of the Supreme Court of the State of
 New York for the 4th Judicial District do hereby approve of the foregoing of the
 Certificate of Amendment of the Certificate of Incorporation and consent that the same
 be filed.

of Visible Theatre, Inc.

Date: 10/17/11

J.S.C.

**HON. NICHOLAS COLABELLA
 SUPREME COURT JUSTICE**

THE ATTORNEY GENERAL HAS NO OBJECTION
 TO THE GRANTING OF JUDICIAL APPROVAL
 HEREON, ACKNOWLEDGES RECEIPT OF
 STATUTORY NOTICE AND DEMANDS SERVICE
 OF THE FILED CERTIFICATE. SAID NO OBJECTION
 IS CONDITIONED ON SUBMISSION OF THE
 MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.
Wanda Ruiz-Maldonado 10/11/11
 ASSISTANT ATTORNEY GENERAL DATE

2011 SEP -1 PM 6:14

111027000206

RECEIVED

2011 OCT 26 PM 3:03

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
VISIBLE THEATRE, INC.

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

Filer's Name: Gina Stabile
Address: c/o Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
City, State and Zip Code: New York, New York 10005

CUSTOMER REF. #
899749 JBA

CSC 45
Drawdown

2011 OCT 27 AM 10:51

lms

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 27 2011
TAX S _____
BY: *lms*
West

225

FILING RECEIPT

=====

ENTITY NAME: HEARTHFIRE, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PURPOSES PROCESS NAME

COUNTY: WEST

=====

FILED:10/27/2011 DURATION:***** CASH#:111027000225 FILM #:111027000206

FILER:

GINA STABILE
C/O MILBANK TWEED HADLEY & MCCLOY
1 CHASE MANHATTAN PLZ
NEW YORK, NY 10005

ADDRESS FOR PROCESS:

KRISTA D. SMITH
765 BEDFORD ROAD
POCANTICO HILLS, NY 10591

REGISTERED AGENT:

=====

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs 90.00

FILING 30.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 50.00

PAYMENTS 90.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 90.00
OPAL 0.00
REFUND 0.00

=====

899749JBA

DOS-1025 (04/2007)

FILING RECEIPT

=====

ENTITY NAME: HEARTHFIRE, INC.

DOCUMENT TYPE: CANCELLATION OF RESERVATION (DOM NFP)

=====

FILED:10/27/2011 DURATION:***** CASH#:111027000216 FILM #:111027000197

FILER:

MILBANK TWEED HADLEY & MCCLOY
1 CHASE MANHATTAN PLZ

NEW YORK, NY 10005

ADDRESS FOR PROCESS:

REGISTERED AGENT:

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

APPLICANT NAME : JANICE E. THILL

=====

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs 35.00

PAYMENTS 35.00

FILING 10.00

CASH 0.00

TAX 0.00

CHECK 0.00

CERT 0.00

CHARGE 0.00

COPIES 0.00

DRAWDOWN 35.00

HANDLING 25.00

OPAL 0.00

REFUND 0.00

=====

899749

DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 27, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State