

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CAPITOL RECORDS, LLC, CAPITOL : 12 Civ. 0095 (RJS)
CHRISTIAN MUSIC GROUP, INC. and :
VIRGIN RECORDS IR HOLDINGS, INC., :
Plaintiffs, : **DECLARATION OF**
: **SHERYL L. GOLD**
-against- :
REDIGI INC., JOHN OSSENMACHER and :
LARRY RUDOLPH a/k/a LAWRENCE S. :
ROGEL, :
Defendants. :
----- X

SHERYL L. GOLD, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am Secretary of Plaintiff Capitol Records, LLC. I submit this declaration pursuant to the Court's order of August 16, 2022 (ECF No. 332). I have personal knowledge of the facts set forth herein.
2. On March 13, 2019, Plaintiff Capitol Christian Music Group, Inc. filed a certificate of amendment to its articles of incorporation changing its corporate name to Capitol CMG, Inc. A true and accurate copy of the filing is attached hereto as Exhibit A.
3. On August 30, 2021, Plaintiff Virgin Records IR Holdings, Inc. was merged into Plaintiff Capitol Records, LLC, with Capitol Records, LLC continuing as the name of the surviving limited liability company. A true and accurate copy of the certificate of merger is attached hereto as Exhibit B.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND
CORRECT. EXECUTED ON AUGUST 16, 2022 AT TARZANA, CALIFORNIA.



SHERYL L. GOLD

Exhibit A

NCTB

A0825878

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FILED *the*
Secretary of State
State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

1w

MAR 13 2019

Jeffrey S. Harleston and Sheryl L. Gold certify that:

1. They are the General Counsel and Executive Vice President and the Secretary, respectively, of CAPITOL CHRISTIAN MUSIC GROUP, INC., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

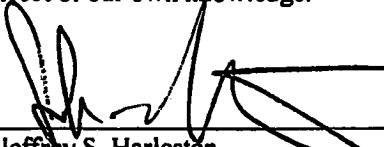
"I.

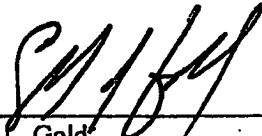
The name of this corporation is
CAPITOL CMG, INC."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares, and the total number of outstanding shares is 5,300. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 6, 2019.


Jeffrey S. Harleston
General Counsel and Executive Vice President


Sheryl L. Gold
Secretary



I hereby certify that the foregoing
transcript of 1 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR 22 2019 *APP*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

Exhibit B

Delaware

The First State

Page 1

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:
"VIRGIN RECORDS IR HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CAPITOL RECORDS, LLC" UNDER THE NAME OF
"CAPITOL RECORDS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF
AUGUST, A.D. 2021, AT 12:27 O'CLOCK P.M.**



Jeffrey W. Bullock, Secretary of State

391029 8100M
SR# 20213113442

You may verify this certificate online at corp.delaware.gov/authver.shtml



Authentication: 204039212
Date: 08-30-21

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is CAPITOL RECORDS, LLC and the name of the corporation being merged into this surviving limited liability company is VIRGIN RECORDS IR HOLDINGS, INC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is CAPITOL RECORDS, LLC.

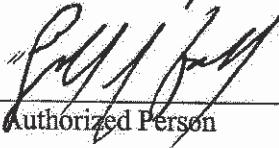
FOURTH: The merger is to become effective on filing of certificate.

FIFTH: The Agreement of Merger is on file at 2220 Colorado Ave.
Santa Monica, CA 90404, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 30th day of August, A.D., 2021.

By: _____



Authorized Person

Name: Sheryl L. Gold

Print or Type

Title: Senior VP and Secretary