

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
CAPITOL RECORDS, LLC, CAPITOL  
CHRISTIAN MUSIC GROUP, INC. and  
VIRGIN RECORDS IR HOLDINGS, INC.,

Plaintiffs,

-against-

REDIGI INC., JOHN OSSENMACHER and  
LARRY RUDOLPH a/k/a LAWRENCE S.  
ROGEL,

Defendants.  
----- X

: 12 Civ. 0095 (RJS)

: **DECLARATION OF**  
**SHERYL L. GOLD**

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

0850956

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION**

**FILED** *see Tmg*  
Secretary of State  
State of California

*lu*  
**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.

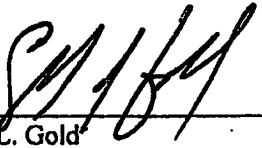
The name of this corporation is  
CAPITOL CMG, INC."

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 <sup>AMP</sup>

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](http://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.

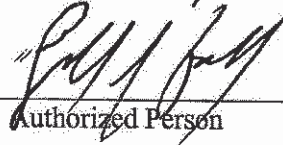
**FOURTH:** The merger is to become effective on filing of certificate.

**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 30<sup>th</sup> day of August, A.D., 2021.

By: \_\_\_\_\_

  
Authorized Person

Name: Sheryl L. Gold

Print or Type

Title: Senior VP and Secretary