

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
OF
RED LINE MIXED MEDIA PRODUCTIONS, INC.

10 NOV - 1 AM 8:38

STATE OF IDAHO

The undersigned, acting as incorporator of the above-named nonprofit corporation (the "corporation") under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Red Line Mixed Media Productions, Inc.

ARTICLE II

Purposes

The corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section for any future federal tax code, including, but not limited to the creation of a foundation for making scholarships and grants or any other charitable purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of such Code, and the transaction of any lawful activity.

ARTICLE III

Initial Board of Directors

The affairs of the corporation shall be managed by its Board of Directors. The number of Directors shall be not less than five (5) nor more than nine (9). The Board of Directors shall determine at its annual meeting the number of Directors to serve for the upcoming year. A change in the number of Directors may be made by amending the Bylaws of the corporation. The Directors shall be elected by the existing Directors of the corporation in the manner and for the term provided in the Bylaws of the corporation. The names and addresses of the individuals who are to serve as the initial directors are:

Anna Senechal, P.O. Box 1702, Hailey, Idaho 83333
Kevin Johnson, P.O. Box 1702, Hailey, Idaho 83333
Wilhelm Northrop, P.O. Box 2381, Ketchum, Idaho 83340
Adam Bohrer, P.O. Box 606, Ketchum, Idaho 83340
Tobi Haleen, P.O. Box 213, Sun Valley, Idaho 83353

IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION - 1

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ARTICLE IV

Registered Office and Agent

The address of the corporation's initial registered office is 115 Stirrup Lane, Ketchum, Idaho, Post Office Box 1702 Hailey, Idaho, and the name of the initial registered agent at that office is Anna Senechal.

ARTICLE V

Incorporator

The name and address of the incorporator is Benjamin W. Worst, Post Office Box 987, Ketchum, Idaho 83340.

ARTICLE VI

No Members

The corporation shall have no members.

ARTICLE VII

Powers

The corporation shall have all of the powers granted nonprofit corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 as such provisions are presently in force and effect, or as they may be amended from time to time.

ARTICLE VIII

Distributions and Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IX

Dissolution

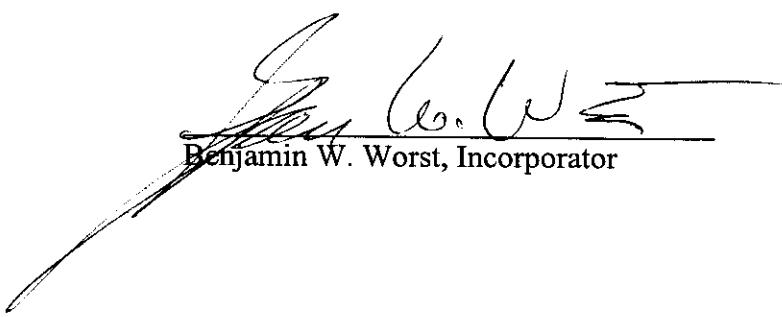
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as said court shall determine.

ARTICLE X

Bylaws

Provision for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 30 day of October, 2000.



Benjamin W. Worst, Incorporator

STATE OF IDAHO)
)
 County of Blaine) ss.

On this 30 day of October, 2000, before me, the undersigned notary public in and for said State, personally appeared Benjamin W. Worst, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Rey J. S. Dill
Notary Public for Idaho
Residing at: Hailey, ID
Comm. Expires: 8-29-03