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# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

BOISE FINE ARTS ALLIANCE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of BOISE FINE ARTS ALLIANCE, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 13, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *July Clark*

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**AMENDED ARTICLES OF INCORPORATION  
OF  
BOISE FINE ARTS ALLIANCE, INC.**

Pursuant to the provisions of the Nonprofit Corporations act of the State of Idaho, the corporation hereby adopts the following Amended Articles of Incorporation:

**ARTICLE I**

The name of this corporation is BOISE FINE ARTS ALLIANCE, INC.,

**ARTICLE II**

The name and address of the registered agent and registered office of this corporation is:

Susan Waters  
4433 W. Quail Point Court  
Boise, ID 83703

**ARTICLE III**

The purposes for which this corporation is organized are:

1. To educate the public on the subject of art with emphasis on local and regional art and its artists;
2. Through education, in conjunction with local and regional exhibitions, to cause the members of the local community to have a better understanding and appreciation of local and regional art and the historical significance of local and regional art; and
3. To otherwise promote local and regional art.
4. This corporation shall have all of powers and authority granted by the Idaho Non-Profit Corporation Act and all other powers authorized or permitted to non-profit corporations by the laws of the State of Idaho as the same may be in effect from time to time.
5. This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organization that qualify as

exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**THE FOREGOING ARTICLE III HAS BEEN AMENDED.**

**ARTICLE IV**

The management of the affairs of the corporations is to be vested in its members pursuant to Section 30-314(c) of the Idaho Code.

**ARTICLE V**

The number of directors of this corporation shall be nine (9) and the name and address of the current directors are as follows:

Susan Waters, President  
4433 W. Quail Point Ct.  
Boise, ID 83703

Christopher Fraziedr, 1st V.P.  
449 Rossi  
Boise, ID 83706

Jim Rupp, 2nd V.P.  
1701 N. 26th  
Boise, ID 83702

Renai Brogdon, Secretary  
1024 Michigan  
Boise, ID 83706

Jean Jacoby, Treasurer  
1301 E. Spring Court  
Boise, ID 83712

Madonna Burchfield, Chairperson  
1137 Camelot Dr.  
Boise, ID 83704

Giny Clark - Chairperson  
306 Hillview Dr.  
Boise, ID 83712

Lisa Flowers Ross - Chairperson  
2019 N. 16th St.  
Boise, ID 83702

Brian Schreiner - Chairperson  
11055 Wam Pum Dr.  
Boise, ID 83704

**THE FOREGOING ARTICLE V HAS BEEN AMENDED.**

**ARTICLE VI**

The name and address of the incorporator of this corporation was:

Susan Waters  
4433 W. Quail Point Court  
Boise, ID 83703

**ARTICLE VII**

The period of duration of this corporation is: PERPETUAL.

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## ARTICLE VIII

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as stated in the Bylaws of this corporation.

## ARTICLE IX - LIMITATION ON POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except at otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in [including the publishing or distribution of statements], any political campaign on behalf of, or in opposition to, any candidate for public office.

## ARTICLE X - LIMITATION ON PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or other private persons, except that this 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 in these Articles.

## ARTICLE XI - DEDICATION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE XII

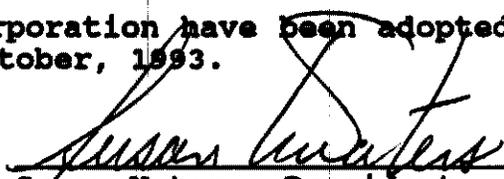
The number of members represented and entitled to vote at the special membership meeting authorizing amendment of the Articles of Incorporation AND voting in favor of the amendment was forty (40).

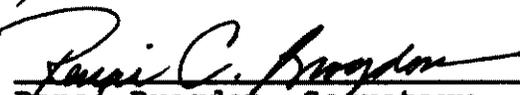
OPPOSED TO THE AMENDMENT: NONE

THE FOREGOING ARTICLE XII HAS BEEN ADDED AND THUS CONSTITUTES AN AMENDMENT.

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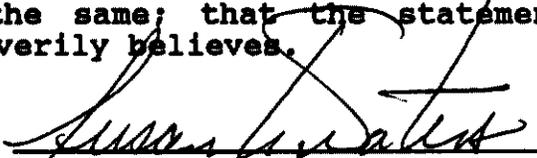
The Amended Articles of Incorporation have been adopted and executed on this 8 day of October, 1993.

  
\_\_\_\_\_  
Susan Waters, President

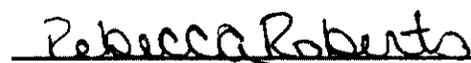
  
\_\_\_\_\_  
Renai Brogdon, Secretary

STATE OF IDAHO            )  
                                  )    ss.  
County of Ada            )

SUSAN WATERS having been first duly sworn, deposes and says: She is the President of Boise Fine Arts Alliance, Inc., and has been authorized by the Board to execute these Amended Articles of Incorporation and has executed the same; that the statements therein contained are true as she verily believes.

  
\_\_\_\_\_  
Susan Waters

SUBSCRIBED and SWORN to before me this 8th day of October, 1993.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Boise, Idaho  
My Comm. Exp.: 8-23-97