

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Idaho:

SEP 16 8 38 AM '83
RECEIVED STATE

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of Idaho submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the corporation is Boise Philharmonic Association, Incorporated
2. The street or RFD address of its present registered office is 1020 West Franklin, Boise, ID
3. The street or RFD address to which its registered office is to be changed is 205 North 10th Street, Suite 615, Boise, ID 83702.
4. The name of its old registered agent is Vivian Garets
5. The name of its new registered agent is Michael Winter
6. The address of the registered office and the business address of the registered agent are identical.
yes
7. The foregoing change was authorized by resolution of the board of directors.

Dated September 13, 19 83

By

Michael Winter X

Its General Manager ~~President~~

STATE OF IDAHO)
) ss:
COUNTY OF ADA)

I, Patricia H. Carlson, a notary public, do hereby certify that on this 13th day of September, 19 83, personally appeared before me Michael Winter, who being by me first duly sworn, declared that he is the General Manager of Boise Philharmonic Association, Incorporated.

that he signed the foregoing document as General Manager of the corporation and that the statements therein contained are true.

Patricia H. Carlson

Notary Public

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

BOISE PHILHARMONIC ASSOCIATION, INC.

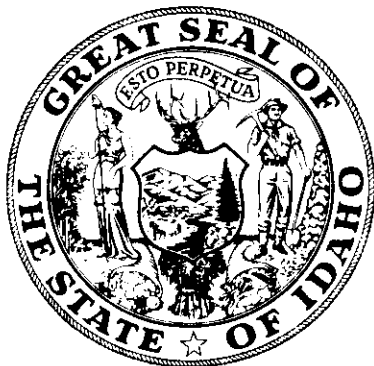
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BOISE PHILHARMONIC ASSOCIATION, 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 September 16, 19 83.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RESTATED ARTICLES OF INCORPORATION
BOISE PHILHARMONIC ASSOCIATION, INC. '83 AUG 5 PM 12 09

(AMENDED MAY 11, 1983) SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS that, pursuant to Sections 30-323 and 30-1-64 of the Idaho Code, we, the undersigned, being the president and secretary of the BOISE PHILHARMONIC ASSOCIATION, INC., an Idaho nonprofit corporation organized for the purposes hereinafter stated pursuant to the provisions of Chapter 3, Title 30, of the Idaho Code, do hereby certify that, pursuant to a resolution unanimously adopted by its members at the annual meeting of the membership of the corporation held in Boise, Idaho, on the 11th day of May, 1983, each and every article is hereby amended and restated as follows:

ARTICLE I

The name of the corporation is BOISE PHILHARMONIC ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The corporation is a perpetual entity.

ARTICLE IV

This corporation is not formed for pecuniary profit and shall never be operated for the purpose of carrying on a trade or business for profit. No part of the income nor the assets of this corporation shall inure to the benefit of any of its members, directors or officers, or be applied or used for any purpose other than to further the objects and purposes of the corporation.

ARTICLE V

The purposes for which this corporation is formed are as follows:

(1) To foster, promote and increase the musical knowledge and appreciation of the public by supporting and maintaining a symphony orchestra composed of musicians residing in Idaho;

(2) To foster and encourage the study and performance of music chosen primarily from the literature of symphonic music, chamber music, opera, solo recital, vocal chorus, the dance, or otherwise as might be deemed by responsible and informed persons to fall within the realm of "classical" music, by sponsoring, aiding and encouraging musicians and composers, indirectly, to encourage the performance and appreciation of such music.

ARTICLE VI

Organized for the aforestated purposes and operating without a profit, this corporation shall have the following powers:

(1) Generally, to promote musical education and culture and to do all and every necessary, suitable, convenient or proper thing for the accomplishment of the purposes of this corporation as may be allowed by Section 30-307 of the Idaho Code;

(2) To engage from time to time, or to establish, maintain and operate, a group or groups of performers, primarily of musical instruments of the variety constituting recognized symphonic instrumentation, whether described as a symphony orchestra or otherwise, capable of performing music for the educational purposes herein stated, and to present such performances, primarily, but not exclusively, without stage presentations, in a manner compatible with the purposes of a symphonic organization.

(3) To register, own and protect the trade name of "The Boise Philharmonic Orchestra," or such other trade names or designations as are appropriate for the group or groups so maintained;

(4) To rent, acquire in any manner for use, or own, maintain and operate a place or places suitable for such performances, and to do all things necessary and proper to accomplish the educational purposes stated herein;

(5) To effect all arrangements desirable and necessary for obtaining works for performance, either old or new, and for disseminating the knowledge and product of such performances to the public in concerts, and in homes, schools and other places, by all means known to art and science;

(6) To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or

otherwise, as well as the proceeds of admission charges, either in trust or otherwise, to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the educational purposes herein stated and permitted to like non-profit corporations by law;

(7) Provided further, however:

(a) Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held;

(b) No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office;

(c) The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended;

(d) The corporation shall not apply accumulation of income in any manner which may subject it to the denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended;

(e) If, at any time, the corporation shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended, and they shall be applied exclusively for the education of the public in the art of music by the performance of artistic works of music or otherwise appropriate to the said tax-exempt status;

(8) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation nor the enjoyment and exercise thereof. This corporation is hereby vested with all and the full powers and authority conferred by the laws of the State of Idaho upon non-profit corporations organized under Chapter 3, Title 30, of the Idaho Code.

ARTICLE VII

This corporation shall have a single class of membership. The rights and interests of all members in this corporation shall be equal with respect to their membership in the corporation. The corporation may issue certificates of membership; however, evidence of membership shall be established by a membership roster maintained by the corporation.

The qualifications of membership and the terms and conditions of admission to membership, and the time, mode, conditions and effect of admission, expulsion, withdrawal from, and restoration to membership shall be as provided for in the bylaws of the corporation.

ARTICLE VIII

Each member of the corporation shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. A member may vote in person or by proxy as provided for in the bylaws. Members holding one-tenth (1/10th) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum.

At each election of directors, every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election he has a right to vote. There shall be no cumulative voting.

ARTICLE IX

The affairs of the corporation shall be managed by a board of directors. Each director must be a member of the corporation. A director need not be a resident of the State of Idaho. The number, qualifications, terms of office, manner of election, provisions for meeting, and powers and duties of the directors shall be prescribed in the bylaws. The members of the board of directors shall serve for two (2) year terms, provided that said terms shall be staggered so that approximately one-half (1/2) of the board is elected at each annual meeting. The initial board of directors elected under these restated articles shall consist of thirty-five (35) members.

With regard to the initial board of directors, the terms of one-half (1/2) of the members shall expire at the first annual meeting of the corporation following their election, and the terms of the other half of the directors shall expire at the second annual meeting following their appointment.

ARTICLE X

The offices of this corporation shall consist of a president, one or more vice presidents as may be prescribed by the bylaws, a secretary, and a treasurer, each of whom shall be elected by the board of directors at such time and in such manner as may be prescribed by the bylaws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the bylaws. The powers, duties and manner of election of officers and assistance officers, and the appointment of agents, such as a manager, shall be set forth in the bylaws.

ARTICLE XI

Standing committees, such as are provided for in the bylaws, shall have and exercise their described authority subject to the direction and control of the board of directors in the management of the affairs of the corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law. Each standing committee shall consist of at least three (3) or more persons, the majority of whom are members of the board of directors. Any non-director who becomes a member of a standing committee shall have the same responsibility to the committee as a director who is a member of such committee.

ARTICLE XII

The members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE XIII

The power to alter, amend or repeal the bylaws or to adopt new bylaws is hereby vested in and delegated to the board of directors. The procedures for altering, amending or repealing the bylaws or adopting new bylaws shall be set forth in the bylaws.

ARTICLE XIV

Amendments to the articles of incorporation shall be made in the following manner:

(1) The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be either an annual or special meeting. Written notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each member entitled to vote at such meeting. The notice shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. The proposed amendment shall be adopted upon receiving at least a majority of the votes which members present at the meeting in person or by proxy are entitled to cast.

(2) The articles of amendment shall be executed in duplicate by the corporation or its president or a vice president or by its secretary or an assistant secretary. The articles of amendment shall be verified by one of the persons who executes them, and shall set forth the information required in Section 30-327 of the Idaho Code.

To the extent the foregoing procedures for amendment of the articles of incorporation may ever conflict with statutory procedures for such amendment, the statutory provisions shall prevail and be followed.

ARTICLE XV

The address of the registered office of the corporation is Suite 614, Empire Building, 205 North Tenth Street, Boise, Idaho 83702; Post Office Box 2205, Boise, Idaho 8370. The name of the registered agent of the corporation who may be found at that address is Michael Winter.

IN WITNESS WHEREOF, the President and Secretary of the corporation, as aforesaid, have hereunto executed this instrument the 11th day of May, 1983.

BOISE PHILHARMONIC ASSOCIATION,
INC.

By C. Eugene Sullivan
C. Eugene Sullivan, President

ATTEST:

John L. Runft
John L. Runft, Secretary

SIGNATURE VERIFICATION

STATE OF IDAHO)
)ss.
County of Ada)

I, Andrea Armstrong, a notary public do hereby certify that on this 11th day of May, 1983, personally appeared before me, John L. Runft, who being by me first duly sworn, declared that he is the secretary of the Boise Philharmonic Association, Inc., an Idaho nonprofit corporation, and that he executed the foregoing document as the secretary of the corporation and that the statements therein contained are true.

Andrea Armstrong
Notary Public for Idaho
Residing at Boise, Idaho