



Department of State

**CERTIFICATE OF INCORPORATION
OF**

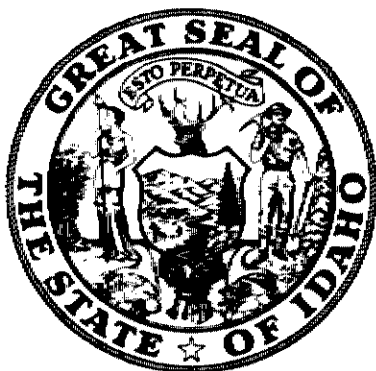
WALLACE DISTRICT ARTS COUNCIL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of WALLACE
DISTRICT ARTS COUNCIL, INC.

duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated April 11, , 19 88



Pete T. Cenarrusa
SECRETARY OF STATE

Joel M. Hawley
Corporation Clerk

RECEIVED
SECRET
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ARTICLES OF INCORPORATION
OF
WALLACE DISTRICT ARTS COUNCIL, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Idaho Non-Profit Corporation Act, do hereby certify;

1. That the name of the corporation shall be WALLACE DISTRICT ARTS COUNCIL, INC.

2. The initial registered office of the corporation shall be Scott Building, 413 Cedar Street, Wallace, Idaho 83873 and its agent at that office is H. F. Magnuson.

3. The duration of the corporation shall be perpetual.

4. The purpose or purposes for which the corporation is organized are: exclusively charitable, educational and civic, including but not limited to the following: (a) to establish and maintain an arts council to present plays, dramas, musicals, reviews and other productions of all kinds including a focus on theater for children; (b) to offer seminars, workshops, and other classes in all arts disciplines; (c) to establish

and maintain such programs or series as will further the educational goals of the organization; (d) to promote appreciation of, interest in, and understanding of the arts; and (e) to perform all other acts necessary or incidental to the above. Notwithstanding any other provisions of these Articles, the purposes of the corporation are exclusively charitable, and the organization shall not engage in any activities expressly prohibited by Section 501(c)(3) of the Internal Revenue code.

5. The corporation shall have one class of membership, the qualifications and rights of the members shall be set forth in the by-laws of the corporation.

6. The names and addresses of the persons who are the initial trustees/directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard W. Caron	7 Blackcloud Road Blackcloud, Idaho
Chris Stuecker	1 Blackcloud Road Blackcloud, Idaho
Maurice Pellisier	311 Pine Street Wallace, Idaho 83873

Michael Alldredge	101 Pine Street Wallace, Idaho 83873
H. F. Magnuson	503 First Street Wallace, Idaho 83873
Colleen B. Magnuson	503 First Street Wallace, Idaho 83873
Cordella Mattila	110 East Chestnut Osburn, Idaho 83849
William L. Scudder	French Gulch Road Kingston, Idaho 83839

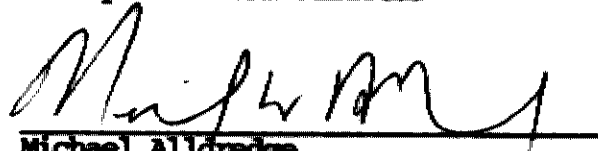
7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall it participate in or intervene in any political campaign on behalf of any candidate for public office.


8. In the event of dissolution, the corporation shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations which, at the time, are exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

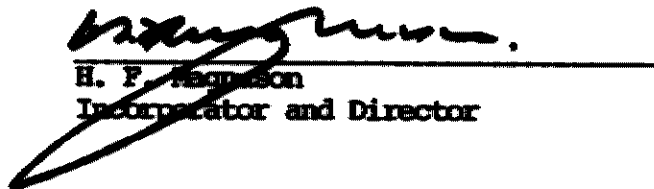
IN WITNESS WHEREOF, the undersigned have subscribed our names this
23 day of March, 1988.



Richard W. Caron
Incorporator and Director


Chris Stuecker
Incorporator and Director


Michael Alldredge
Incorporator and Director


Maurice Pellissier
Incorporator and Director


H. P. Magnusson
Incorporator and Director


Cordella Mattila
Incorporator and Director


William L. Scudder
Incorporator and Director

Colleen B. Magnuson
Colleen B. Magnuson
Incorporator and Director

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, COLLEEN B. MAGNUSON, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that she signed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 21, 1988.

Al J. Magnuson
Notary Public for Idaho
Residing in: Coeur d'Alene
Commission expires: Perpetual

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, RICHARD W. CARON, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Richard W. Caron
Notary Public for Idaho
Residing in: Merterville, ID
Commission expires: 5/27/92

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, CHRIS STUECKER, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Richard W. Caron
Notary Public for Idaho
Residing in: Merterville, ID
Commission expires: May 27, 1992

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, MICHAEL ALDREDGE, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Richard W. Caron
Notary Public for Idaho
Residing in: Merterville, ID
Commission expires: 5/27/92

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, MAURICE PELLISSIER, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Cathy Truitt
Notary Public for Idaho
Residing in Metairie, La
Commission expires: 5/27/92

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, H. F. MAGNUSON, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Cathy Truitt
Notary Public for Idaho
Residing in Metairie, La
Commission expires: 5/27/92

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, CONDELLA MATTILA, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that she signed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Cathy Truitt
Notary Public for Idaho
Residing in Metairie, La
Commission expires: 5/27/92

STATE OF IDAHO)
) ss.
County of Shoshone)

On this day personally appeared before me, WILLIAM L. SCUDDER, known to be the individual described herein and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on March 23, 1988.

Cathy Truitt
Notary Public for Idaho
Residing in: Metairie
Commission expires: 5/27/92