

State of Idaho

Department of State

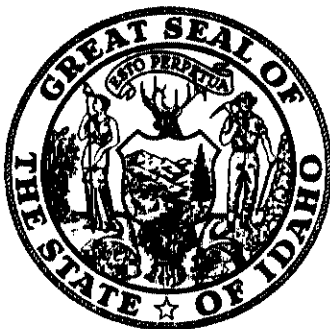
CERTIFICATE OF INCORPORATION OF

COEUR D'ALENE ACOUSTIC MUSIC GUILD, 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 COEUR D'ALENE ACOUSTIC MUSIC GUILD, 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: August 14, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shelly J. Clark

**ARTICLES OF INCORPORATION OF
COEUR D'ALENE ACOUSTIC MUSIC GUILD, INC.**

RECEIVED
SEC. OF STATE

92 AUG 14 AM 8 36

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America, being desirous of forming a Corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation pursuant to Idaho Code § 30-301.

ARTICLE I.

The name of the Corporation shall be COEUR D'ALENE ACOUSTIC MUSIC GUILD, INC., a non-profit Corporation.

ARTICLE II.

The names and addresses of each of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
KERWIN C. BENNETT	1903 Canyon Dr. Coeur d'Alene, ID 83814
JIM BEAN	E. 296 Sunset Ave. #31 Coeur d'Alene, ID 83814
HAROLD STREETER	N. 910 Highland Court Post Falls, ID 83854

ARTICLE III.

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE IV.

The purposes and objectives for which this Corporation is formed are the following:

ORIGINAL

The furtherance, advancement, promotion and advocacy of acoustic music, and, for any other purpose allowed by law.

ARTICLE V.

The Corporation shall have the following powers:

1.) To sue and be sued before competent tribunals at the will of the directors or membership.

2.) To own, buy, sell, lease assign, mortgage, hypothecate and by all lawful acts, deal in real and personal property, including the erection and maintenance of buildings and the obtaining of personal property which would further the interest of the Corporation.

ARTICLE VI.

The numbers of directors of this Corporation shall not be less than 5 (five) nor more than 10 (ten). The names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are the same as the incorporators of this Corporation as outlined in Article II.

ARTICLE VII.

This shall be a membership Corporation. The directors shall be elected by the members in accordance with the By-Laws based upon their dedication to the principals from which arise the Corporation's purposes and objectives, and their individual expertise.

ARTICLE VIII.

The location and address of the office of the Corporation is N. 910 Highland Court, Post Falls, ID. The name of the registered

agent at such location is HAROLD STREETER. The telephone number for the Corporation is (208) 773-0645.

ARTICLE IX.

This Corporation is organized exclusively for charitable, educational, literary and scientific purposes, within the meaning of § 501(c)(3) of the Internal Revenue Code as amended. The corporation is incorporated with the intention that it constitute an organization which is exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, as amended. All terms and provisions of these Articles and all operations of said incorporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE X.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 in Article IV and IX hereof. No substantial 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 any political campaign on behalf of 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 § 501(c)(3) of the Internal Revenue Code; or, (b.) by a Corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.


ARTICLE XI.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

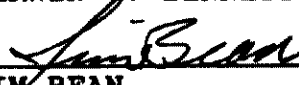
ARTICLE XII.

The initial By-Laws of this Corporation shall be drafted and adopted by its Board of Directors. The members of this Corporation, at their Annual Meeting or at a Special Meeting called for such a purpose, or the Board of Directors of this Corporation, shall have the power by a majority vote to repeal or amend the By-Laws of this Corporation.


IN WITNESS WHEREOF the above-named incorporators have set
their hands and seals this 11th day of August, 1992.



KERWIN C. BENNETT



JIM BEAN




HAROLD STREETER

State of Idaho)
)ss.
County of Kootenai)

On this the 11th day of August, 1992, before
me the undersigned, Notary Public for said State, personally
appeared KERWIN C. BENNETT, JIM BEAN and HAROLD STREETER, known to
me to be the persons whose names are subscribed to the above and
foregoing instrument, and acknowledged to me that they have
executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and seal the
day and date last above written.



Notary Public for the State of Idaho
Residing at: Coeur d'Alene
My commission expires: 10-22-96