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SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION (NONPROFIT)
OF

SUN VALLEY FILM FESTIVAL, INC.

Pursuant to the applicable provisions of the Idaho Code, the undersigned, comprising of the President and Secretary of the Sun Valley Film Festival, Inc., an Idaho Nonprofit Corporation, do hereby certify and adopt the following Amended and Restated Articles of Incorporation:

The undersigned, under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code ("Act"), adopts and submits the following Amended and Restated Articles of Incorporation ("Articles") to the Secretary of State of the State of Idaho.

I. NAME.

The name of this Corporation is SUN VALLEY FILM FESTIVAL, INC.

II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

III. PERIOD OF DURATION.

The period of duration of this Corporation is perpetual.

IV. REGISTERED OFFICE AND REGISTERED AGENT.

The registered office of this Corporation is 111 Pinewood Lane, #6, Ketchum, Idaho 83340.
The name of the registered agent of this Corporation at that address is SABINA DANA PLASSE.

V. MAILING ADDRESS.

The mailing address of the Corporation is P.O. Box 3471, Sun Valley, Idaho 83353.

VI. MEMBERSHIP. The Corporation does not have voting members.

VII. PURPOSES.

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The Corporation is formed by a group of public spirited citizens to effect the charitable purposes set forth as follows:

A. The encouragement and promotion of artistic visual, literary and educational expression through film by organizing and providing a film festival and other related artistic events such as comment forums, workshops and associated gatherings.

B. The promotion of tourism to Idaho by persons from throughout the United States and from other countries; and, the promotion of tourism within and around Idaho by persons who reside in Idaho, through the organization of the film festival and its related events by drawing attendees and participants from throughout the world.

C. Charitable, religious, education, or scientific endeavors within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such § 501(c)(3).

VIII. POWERS.

In order to carry out its purposes, the Corporation shall:

A. Exercise all powers granted by law as is necessary, convenient and proper to carry out the foregoing purposes, including, but not limited to, the power to accept and hold donations of money, property, whether real or personal, or any other things of value, and the power to do all things described or permitted by Idaho Code § 30-3-24; provided, nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment there to or substitute therefore, may not at that time lawfully carry on or do;

B. To issue bonds, debentures, notes or other evidences of indebtedness and to secure the same in any manner whatsoever;

C. To make distributions to such organizations that qualify as except organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or as amended, for any use and purpose consistent with the purposes of this Corporation as set out in Article VI.

IX. LIMITATIONS.

No part of the net earnings of the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered; (ii) to

make payments and distributions in furtherance of the purposes set forth in Article VI. hereof; and (iii) to make distributions to any member that is a corporation, community chest, fund or foundation as shall at the time qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

X. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws; provided, however, there shall always be at least three (3) Directors. Other than the Directors constituting the Board of Directors who are designated in these Articles, 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 name and addresses of the persons serving as the initial Board of Directors were as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD GRENNAN	P.O. Box 238 Ketchum, Idaho 83340
SABINA DANA PLASSE	P.O. Box 2736 Ketchum, Idaho 83340
EMILY LLOYD GRANVILLE	973 Lake Street Venice, California 90291

XI. ADVISORY COUNCIL.

The Board of Directors shall be authorized to appoint an Advisory Council, which shall have such powers and authority as are set forth in the Bylaws or otherwise provided by the Board of

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Directors.

XII. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation in any manner consistent with the purposes of the Corporation and to an organization or organizations as shall at that time qualify as exempt organizations under § 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the District Court of Blaine County, exclusively for the Corporation's purposes, or to such organizations as such Court shall determine to be consistent with the purposes of the Corporation.

XIII. INCORPORATOR.

The name and address of the initial Incorporator was EDWARD GRENNAN, P.O. Box 3471, Sun Valley, Idaho 83353.

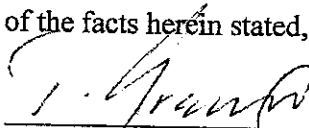
XIV. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws as to be adopted by the Board of Directors.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Based upon the unanimous vote of the Board of Directors;

IN WITNESS WHEREOF, the undersigned, the President and the Secretary of the Corporation, execute these Amended and Restated Articles of Incorporation, in duplicate, and certify to the truth of the facts herein stated, this 11 day of December, 2012.

By: 
EDWARD GRENNAN
Its: President

By: 
EMILY LLOYD GRANVILLE
Its: Secretary