

State of Idaho



CERTIFICATE OF INCORPORATION OF

THE PANIDA THEATER COMMITTEE, 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 THE PANIDA THEATER
COMMITTEE, INC.,

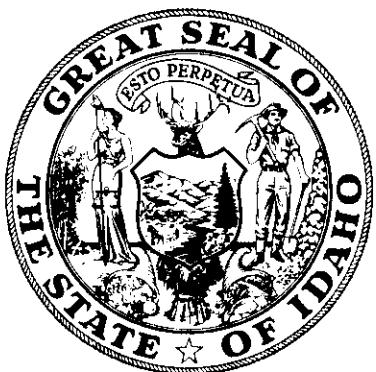
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

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 November 23, 19 84.

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION
OF
THE PANIDA THEATER COMMITTEE, INC.

NOV 23 9 49 AM '84
SECRETARY OF STATE

The undersigned acting as incorporators under the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is THE PANIDA THEATER COMMITTEE, INC.
2. The corporation is a non-profit corporation as that term is defined in Idaho Code Section 30-35.
3. The period of its duration is perpetual.
4. The purposes for which this corporation is formed is to promote the general welfare, and the growth and appreciation of the arts in Northern Idaho, and to educate the public by providing performance and rehearsal space for presentations by music, theater, dance and film groups.
5. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
6. 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 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 Third 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Not 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Untied State Internal Revenue Law).

7. Upon the dissolution of the corporaiton, 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 organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an

exempt organization or organizations under section 501(c)(3) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Bonner County, Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

8. The corporation will have members and the management of its affairs shall be vested in its Board of Directors who shall be elected by the members.

9. The street address of the corporations initial registered office and the name of the initial registered agent at such address is:

Laurel Wagers
300 North First Avenue
Sandpoint, Idaho 83864

The name and addresses of the directors constituting the initial Board of Directors who also shall act as the incorporators of the corporation are:

Susan Bates-Harbuck
320 South Lavina
Sandpoint, Idaho 83864

Jane Evans
500 Lakeview Lane
Sandpoint, Idaho 83864

Laurel Wagers
615 N. Ella Avenue
Sandpoint, Idaho 83864

These foregoing Articles of Incorporation are dated and executed this 20th day of November, 1984.

Laurel Wagers
LAUREL WAGERS

LAUREL WAGERS

Jane Evans

JANE EVANS

Susan Bates - Harbuck
SUSAN BATES-HARBUCK

SUSAN BATES-HARBUCK

STATE OF IDAHO)
County of Bonner) ss.

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 20th day of November, 1984, personally appeared before me LAUREL WAGERS known to me to the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

Denny Anderson
Notary Public in and for Idaho
Residing at: Bonner-Elmore Co.

STATE OF IDAHO)
) ss.
County of Bonner)

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 21 day of November, 1984, personally appeared before me JANE EVANS known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

Denny Johnson
Notary Public in and for Idaho
Residing at: Bonner Escrow Co.

STATE OF IDAHO)
) ss.
County of Bonner)

I, the undersigned, a Notary Public in and for the State of Idaho, hereby certify that on this 21st day of July, 1984, personally appeared before me SUSAN BATES-HARBUCK known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

Notary Public in and for Idaho
Residing at: Bonner Escrow Co.