

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

CITIZENS COUNCIL FOR THE ARTS, INC.
File Number C 40790

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 CITIZENS COUNCIL FOR THE ARTS, 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Harold*

JUN 27 10 15 AM '97
SECRETARY OF STATE
STATE OF IDAHO

AMENDED
ARTICLES OF INCORPORATION
OF

CITIZENS COUNCIL FOR THE ARTS, INC.

DUPLICATE
ORIGINAL
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CITIZENS COUNCIL FOR THE ARTS, INC., acting through its officers, Board of Directors, and voting Members, hereby submit these Amended Articles of Incorporation to the Secretary of State, amending the following Articles of Incorporation dated April 16, 1969: Article 3, 4, 5, 6, 7.

The Members met on December 5, 1996. There are 17 voting Members; 15 were present. The vote to amend the Articles of Incorporation was unanimous.

ARTICLE 1

The name of this corporation is CITIZENS COUNCIL FOR THE ARTS, INC.

ARTICLE 2

The specific and primary purpose for which this organization is formed is to provide, directly or indirectly charitable or educational services, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

The general purposes for which this corporation is formed are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Idaho, and to do and perform every act necessary, incidental to, and in furtherance of this corporation's specific purposes.

Notwithstanding any other provision therein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance

of the primary purpose of this corporation; no part of the net earnings of the corporation shall inure to the benefit of any member, private shareholder, or individual.

The operation of Citizens Council for the Arts, Inc. shall benefit the general public and shall be for the public good.

Citizens Council for the Arts, Inc. is not empowered to conduct any activities which would extend beyond the boundaries of Section 501(c)(3) of the Internal Revenue Code of 1954.

DURATION

The duration of this corporation shall be perpetual.

ARTICLE 3

This corporation is organized pursuant to the general nonprofit corporation law of the State of Idaho. This corporation does not contemplate pecuniary gain or profit to its members and is organized for nonprofit purposes.

Section 3.1. No Private Benefit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, or officers, but 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 2 hereof.

Section 3.2. Political Activities. 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 distributing of statements), any political campaign on behalf of the candidate for public office.

Section 3.3. Prohibited Activities. Notwithstanding any other provision of these articles of incorporation, the corporation

shall not carry on any 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

B. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

Section 3.4. Internal Revenue Sections Applicable; Definitions. This corporation is intended to be an organization which is exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954 and which is organized and shall be operated exclusively for charitable or educational purposes. All terms and provisions of these articles and all operation of the corporation shall be construed, applied, and carried out in accordance with such intent. For purposes of these articles:

A. "Public Charity" means a qualified charitable organization which is "other than a private foundation" within the meaning of Section 509(A)(1), (2) or (3) of the Internal Revenue Code of 1954.

B. "Charitable Purposes" means those purposes under Section 501(C)(3) of the Internal Revenue Code of 1954 which are permitted of the corporation as a public charity under the Internal Revenue Code of 1954; and

C. Reference to any section of the internal revenue code of 1954 includes the corresponding provision or provisions then in effect of any subsequent Federal tax laws.

ARTICLE 4

Section 4.1. Members. The members of this corporation shall consist of residents of the Inland Pacific Northwest so selected that (as nearly as may be) the membership includes men and women from the fields of education and philanthropy, commerce, as well as the public generally. The number of members shall be as from time to time determined by the membership, but shall never be less than the number of trustees. The members shall be selected in

such manner and for such terms as the bylaws may provide.

ARTICLE 5

Section 5.1. Trustees - Selection. The management and administration of the affairs of this corporation shall be by a board of trustees, consisting of not less than ten (10) persons, and not more than seventy-five (75) persons, who are generally representative of varied elements or organizations in the area served by the corporation. The number, qualifications, terms of office, manner of elections, time and place of meetings, and the powers and duties of trustees shall be as prescribed in the bylaws of the corporation.

Section 5.2. Trustees - Compensation. No member of the board of trustees shall receive any compensation for his or her services as member of the board of trustees, but the corporation may pay reasonable compensation to any persons including a member of the board of trustees for other services actually rendered to the corporation.

ARTICLE 6

Section 6.1. Registered Office. The registered office of this corporation is: 411 N. 15th Street, Coeur d'Alene, Idaho 83814. The mailing address of this corporation is: P. O. Box 901, Coeur d'Alene, Idaho 83816-0901.

Section 6.2. Registered Agent. The registered agent is Sue S. Flammia, P. O. Box 1117, 317 Wallace Avenue, Coeur d'Alene, Idaho 83816-1117.

ARTICLE 7

The Board of Directors shall be governed by officers, who shall be the President, Vice-President, Secretary, and Treasurer.

ARTICLE 8

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting other rights and privileges of members and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the bylaws.

ARTICLE 9

The book of account and financial records of this corporation shall always be open for inspection for any reason whatsoever to any members of this corporation. Such members or their agents shall always have the right to make copies of the books of account or financial records.

ARTICLE 10

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to one or more organizations exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954 as it may be, from time to time, amended. In the event that a petition is filed pursuant to the Idaho Corporation Code by the Attorney General or any person concerned in liquidation proceedings to which the Attorney General is a party, the assets shall be disposed as provided in that section. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to charitable purposes and no part of the net income or assets shall ever inure to the benefit of any director, officer, or member thereof or to any private individual.

IN WITNESS WHEREOF, the undersigned, who are the officers of this corporation, have executed these Amended Articles of Incorporation, this 5th day of December, 1996.

Sue S. Flammia
SUE S. FLAMMIA, President

Ann Porter Brown
ANN PORTER BROWN, Vice President

Susan Snedaker
SUSAN SNEDAKER, Secretary

Sue Pistorius
SUE PISTORIUS, Treasurer

STATE OF IDAHO

County of Kootenai

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) ss.
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On this 5th day of December, 1996, before me, a Notary Public, in and for the State of Idaho personally appeared SUE S. FLAMMIA, ANN PORTER BROWN, SUSAN SNEDAKER, SUE PISTORIUS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janine R. Porter
Notary Public for Idaho
residing at Coeur d'Alene
My commission expires: 5-21-2000