

FILED EFFECTIVE

2010 MAR 30 AM 10:01

SECRETARY OF STATE
STATE OF IDAHO**ARTICLES OF INCORPORATION**
(Non-Profit)

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, does hereby certify, declare, and adopt the following Articles of Incorporation, and submits them to the Secretary of State.

Article 1: The name of the Corporation shall be The Art Gallery McCall, Inc. (hereafter, the "Corporation").

Article 2: The place in this state where the principal office of the Corporation is to be located is the City of McCall, Valley County.

Article 3: The purpose for which the corporation is organized is 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, or the corresponding section of any future federal tax code.

Article 4: The affairs of this Corporation shall be managed by a board of not less than three directors. The names and addresses of the persons who are the initial directors of the corporation are as follows:

Joseph Dale Grooms P.O. Box 1030, McCall Idaho 83638
Debra K Ellers P. O. Box 1030, McCall Idaho 83638
Alan Giltzow 199 Hazel Place, Donnelly, Idaho 83615

Article 5: The street address of the registered office is:

11 Sawtooth Court, McCall Idaho 83638, and the registered agent at such address is: Joseph Dale Grooms.

Article 6: The name and address of the incorporator is:

Joseph Dale Grooms P.O. Box 1030, McCall Idaho 83638

Article 7: The mailing address of the corporation shall be:

P.O. Box 1011, McCall, Idaho 83638

Article 8: The Corporation shall be a non-profit, membership corporation.

Article 9: No part of the net earnings 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 to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the

ARTICLES OF INCORPORATION -1

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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 or in opposition to 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 10: Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal 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.

Signatures of incorporator:

In witness whereof, I have hereunto subscribed my hand and seal this 29 day of March, 2010.



Joseph Dale Grooms, Incorporator