

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

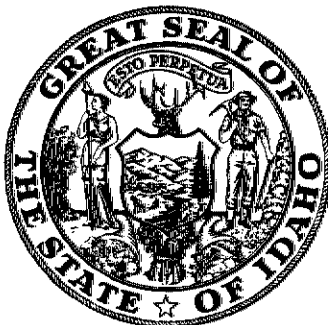
OLD TOWNE GALLERY, INC.

File number C 113908

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 above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: February 27, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Sibel

FEB 27 2 28 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

OLD TOWNE GALLERY, INC.

1. The name of the corporation is OLD TOWNE GALLERY, INC.
2. The period of duration of the corporation is perpetual.
3. Its purpose is to promote and advance art in the Magic Valley area and in particular, the City of Twin Falls, Idaho. Additional endeavors shall include conduct of art clinics, operation of an art gallery, promotion of artists and artwork.
4. The corporation herein organized is and shall be a non-profit corporation.
5. In no event shall any income or assets of the corporation be distributed to or inure to, the benefit of any member, director or officer hereof, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officer in order to accomplish and achieve the purposes and objectives of the corporation.
6. The corporation shall not issue any capital stock, but may issue membership certificates to each member thereof.
7. The address of its initial registered office is 516 2nd Street South - Suite 2, Twin Falls, Idaho 83301. The name of its initial registered agent at such address is Stephanie Serrano.

IDAHO SECRETARY OF STATE
DATE 02/22/1996 0900 39528

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8. In the event of dissolution, assets shall be distributed consistent with Title 30, Chapter 3 of the Idaho Code, cited as the "Idaho Nonprofit Corporation Act".

9. The number of directors constituting its initial board of directors is six (6), whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Stephanie Serrano	132 Polk Twin Falls, ID 83301
Angela Kelly-Neiwert	3452 North 4500 East Murtaugh, ID 83344
Pamela M. Shropshire	3631 North 2700 East Twin Falls, ID 83301
Yvonne Jacques	405 Park Drive Twin Falls, ID 83301
Joan Sargent	3384 North 5000 East Murtaugh, ID 83344
Liz James	392 Grandview North Twin Falls, ID 83301

10. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Stephanie Serrano	132 Polk Twin Falls, ID 83301
Angela Kelly-Neiwert	3452 North 4500 East Murtaugh, ID 83344
Pamela M. Shropshire	3631 North 2700 East Twin Falls, ID 83301
Yvonne Jacques	405 Park Drive Twin Falls, ID 83301
Joan Sargent	3384 North 5000 East Murtaugh, ID 83344
Liz James	392 Grandview North Twin Falls, ID 83301

DATED this 16th day of February, 1996.

Stephanie Serrano
STEPHANIE SERRANO

Angela Kelly-Neiwert
ANGELA KELLY-NEIWERT

Pam Shropshire
PAM SHROPSHIRE

Yvonne Jacques
YVONNE JACQUES

Joan Sargent
JOAN SARGENT

Liz James
LIZ JAMES

STATE OF IDAHO)
) ss.
County of Twin Falls)

STEPHANIE SERRANO, being first duly sworn upon oath, states as follows:

I am one of the incorporators named in the foregoing action. I have read the foregoing, know the contents thereof and believe the facts stated therein to be true.

Stephanie Serrano
STEPHANIE SERRANO

SUBSCRIBED and SWORN to this 16 day of February, 1996.

[Signature]
Notary Public for Idaho
Residence: Jerome
Expiration: 2-26-97

STATE OF IDAHO)
) ss.
County of Twin Falls)

ANGELA KELLY-NEIWERT, being first duly sworn upon oath, states as follows:

I am one of the incorporators named in the foregoing action. I have read the foregoing, know the contents thereof and believe the facts stated therein to be true.

Angela Kelly-Neiwert
ANGELA KELLY-NEIWERT

SUBSCRIBED and SWORN to this 16 day of February, 1996.

[Signature]
Notary Public for Idaho
Residence: Jerome
Expiration: 2-26-97

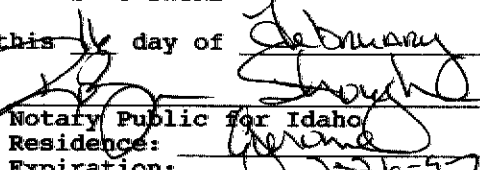
STATE OF IDAHO)
) ss.
County of Twin Falls)

PAM SHROPSHIRE, being first duly sworn upon oath, states as follows:

I am one of the incorporators named in the foregoing action. I have read the foregoing, know the contents thereof and believe the facts stated therein to be true.


PAM SHROPSHIRE

SUBSCRIBED and SWORN to this 16 day of February, 1996.


Notary Public for Idaho
Residence: Jerome
Expiration: 2-26-97

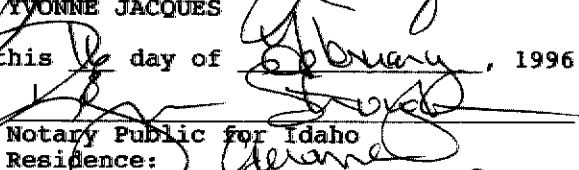
STATE OF IDAHO)
) ss.
County of Twin Falls)

YVONNE JACQUES, being first duly sworn upon oath states as follows:

I am one of the incorporators named in the foregoing action. I have read the foregoing, know the contents thereof and believe the facts stated therein to be true.


YVONNE JACQUES

SUBSCRIBED and SWORN to this 16 day of February, 1996.


Notary Public for Idaho
Residence: Jerome
Expiration: 2-26-97

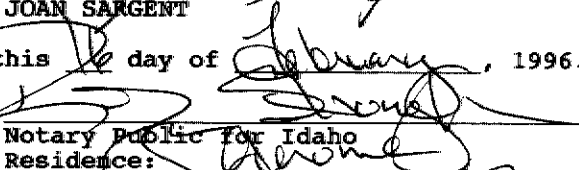
STATE OF IDAHO)
) ss.
County of Twin Falls)

JOAN SARGENT, being first duly sworn upon oath states as follows:

I am one of the incorporators named in the foregoing action. I have read the foregoing, know the contents thereof and believe the facts stated therein to be true.


JOAN SARGENT

SUBSCRIBED and SWORN to this 16 day of February, 1996.


Notary Public for Idaho
Residence: Jerome
Expiration: 2-26-97

STATE OF IDAHO)
) ss.
County of Twin Falls)

LIZ JAMES, being first duly sworn upon oath states as follows:

I am one of the incorporators named in the foregoing action. I have read the foregoing, ~~know~~ the contents thereof and believe the facts stated therein to be true.



Liz James
LIZ JAMES

SUBSCRIBED and SWORN to this 10 day of January, 1996.

[Signature]
Notary Public for Idaho

Residence: Idaho

Expiration: 2-26-97