



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CARROUSEL PLAYERS OF THE COEUR D'ALENE SUMMER THEATRE, INC.

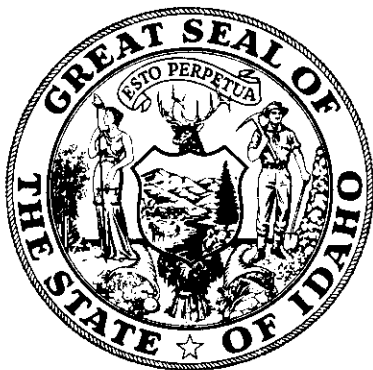
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CARROUSEL PLAYERS OF THE COEUR D'ALENE SUMMER THEATRE, 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 September 8, 19 83.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

SEP 8 8 35 AM '83

SECRETARY OF STATE

CARROUSEL PLAYERS OF THE COEUR D'ALENE SUMMER THEATRE, INC.

SECRETARY OF STATE

An Idaho Non-Profit Corporation

THAT I, the undersigned person, acting as the incorporator of a corporation under the provisions of and in accordance with the Idaho Non-Profit Corporation Act, 30-301 et seq., and consistent with the provisions of the Internal Revenue Code Section 501(c) (3), do hereby form and incorporate ourselves into a voluntary association for the purpose of establishing, maintaining and promoting theatrical productions in Coeur d'Alene, and to that end, adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

This corporation shall be known as the CARROUSEL PLAYERS OF THE COEUR D'ALENE SUMMER THEATRE, INC., by which name it shall contract and be contracted with, sue and be sued, and transact all of its business and the existence of said corporation shall be perpetual.

ARTICLE II: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be P. O. Box 623, 1000 W. Garden Avenue, Coeur d'Alene, Idaho 83814. The name of the initial registered agent of the corporation at such address shall be Robert E. Moe.

ARTICLE III: PURPOSES

Said corporation is organized exclusively for educational purposes:

A. To produce theatrical productions through the use of actors,

musicians, dancers, singers, artists, composers, performers, producers, directors, coaches, authors, master of ceremonies, comedians, and all other individuals without limitation whose services result in such productions.

B. Further, to create, promote, develop, and otherwise to nurture and create the performing arts including, but not limited to stage plays, concerts, radio and television productions, musical compositions, performances, authors, playwrights, and all other individuals whose talents and services pertain to the performing arts.

C. Further, to foster instruction and academic training of a high academic quality in the performing arts and its related operations.

D. To solicit funds, solicit donations, receive funds, receive donations, and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the principal or income therefrom exclusively for the operational expenses of the corporation, educational, literary, scientific, and charitable purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, as amended.

ARTICLE V: TAX EXEMPT RESTRICTION

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 to the actors taking part in the productions as artists or members of the theatre, and to the director, and to any other persons rendering service to said corporation,

and only for services actually rendered and except as otherwise made in furtherance of the purposes stated in Article IV. No substantial part of the activities of the corporation shall be the carrying on of political 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 provision of this article, 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, contribution to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law.)

ARTICLE VI: MEMBERSHIP

The corporation will have members. Membership provisions will be stated in the by-laws.

ARTICLE VII: DIRECTORS

(1) There shall be six (6) Directors, designated Directors serving on the first Board of Directors. The names and addresses of the first Board are the following:

JOYCE BOSWELL, 2584 Fairway Drive, Coeur d'Alene, Idaho

KATHY J. MANS, 1622 Birch Avenue, Coeur d'Alene, Idaho

FLORINE DOOLEY, 1039 15th Street, Coeur d'Alene, Idaho

ALAN SHERR, E. 2700 Racquet Road, Rathdrum, Idaho

JIM SPEIRS, 101 Theresa Drive, Coeur d'Alene, Idaho

CLAIR JONES, S. 3008 Oberlin, Spokane, Washington

(2) The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 3 years. Any contract, transaction or act of the corporation, its Directors or officers which shall be ratified by a majority of a quorum of the members of the corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be valid and binding as though ratified by every member of the corporation.

(3) Four (4) of the members of the Board of Directors shall constitute a quorum.

(4) Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

(5) A Director may be removed when sufficient cause exists for such removal, but not without at least one (1) formal hearing showing

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(2) The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 3 years. Board members will serve the number of years assigned to the position which becomes vacant. Board positions and length of terms, determined at the time of incorporation are as follows:

Position	Number one:	Three years
"	" two:	Three years
"	" three:	Two years
"	" four:	Two years
"	" five:	One year
"	" six:	One year

Positions will be chosen by straws. Any contract, transaction or act of the corporation, its Directors or officers which shall be ratified by a majority of a quorum of the members of the corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be valid and binding as though ratified by every member of the corporation.

(3) Four (4) of the members of the Board of Directors shall constitute a quorum.

(4) Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

(5) A Director may be removed when sufficient cause exists for such removal, but not without at least one (1) formal hearing showing

cause. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE VIII: OFFICERS

The officers of the organization shall be a president, first, second and third vice presidents, secretary and treasurer. Other officers may be created as deemed necessary by the Board of Directors. No person shall simultaneously hold the offices of both president and secretary. Officers shall by virtue of their office be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX: DISSOLUTION

Upon the dissolution of the corporation, 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 organizations organized and operated exclusively for civic, educational, or charitable 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 Kootenai County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such proposes.

ARTICLE X: INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robert E. Moe	1000 W. Garden Avenue, Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has set his hand in duplicate this 27 day of May, 1983.

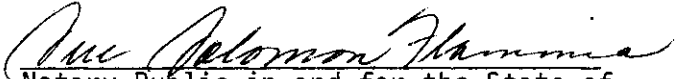


ROBERT E. MOE

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 27 day of May, 1983, personally appeared before me,
a Notary Public duly commissioned in the State of Idaho, ROBERT E. MOE,
to me known to be the individual described in and who executed the
within and foregoing instrument, and acknowledged that he signed the
same as his free and voluntary act and deed for the uses and purposes
therein mentioned.

GIVEN under my hand and official seal the day and year first
above written.


Notary Public in and for the State of
Idaho, residing at Coeur d'Alene.