

FILED

**RESOLUTION OF THE  
BOARD OF DIRECTORS OF  
*id* THEATRE INC.**

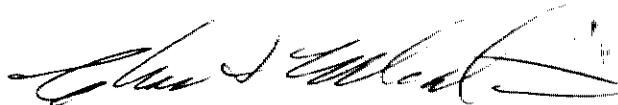
JUL 23 2 18 PM '98

SECRETARY  
STATE  
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RESOLUTION of the Board of Directors of *id* Theatre Inc., an Idaho not for profit corporation, pursuant to Idaho Code §30-1-59, in response to a requirement of the Internal Revenue Service in order to obtain tax free status under Section 501(c)(3) of the Internal Revenue Act adopted the following resolution to amend the Articles of Incorporation of *id* Theatre Inc.:

NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation of *id* Theatre Inc., be and they are hereby amended as set forth in the Restated Amended Articles of Incorporation attached hereto and made a part hereof as if set forth of length herein, adding language to Section 2 of the Articles of Incorporation and Section 4.0(1). That other than those sections which are amended in the Restated Amended Articles of Incorporation, those Restated Articles of Incorporation attached hereto supercede the original Articles of Incorporation and all amendments thereto.

THE FOREGOING RESOLUTION was duly and regularly adopted by the Board of Directors of *id* Theatre Inc. on July 23, 1998.



Chas. F. McDevitt  
Assistant Secretary

IDAHO SECRETARY OF STATE

07/23/1998 09:00  
CK: 5269 CT: 93026 BH: 130547

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**RESTATED AMENDED  
ARTICLES OF INCORPORATION  
OF  
*id*THEATRE INC.**

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, including the Idaho Nonprofit Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

1. Name. The name of the corporation shall be *id*Theatre Inc.

2. Non-Profit Purpose. The corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and/or other applicable subsections thereof of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), the making of distributions to organizations that qualify as exempt organization sunder section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Purposes. The specific purposes for which the corporation is organized, but without expanding upon the purposes stated in Article 2 above, are to foster, promote, encourage, teach and improve the presentation of stage theatre and video presentation thereof in communities in the State of Idaho and New York, thereby elevating the status of, and increasing the educational and social benefits of theatre to the participation, young people desiring greater knowledge and the general population.

The corporation is organized exclusively for a nonprofit purpose, including in its purpose the capacity to receive membership dues and donations with strict accountability as to corporation set forth in Articles 2 and 3 hereof.

4. Limitation on Distributions and Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof and to reimburse members for reasonable expenses incurred by members engaged in activities in furtherance of the purposes set forth in Article 2 hereof. (1) No substantial part of the activities of 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 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) and/or other applicable subsections of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal 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 United States Internal Revenue Law), including, but not limited to, activities which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

4.0(1) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

5. Organization. This corporation is not for profit but will not have voting members.

6. Scope of Activity. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes set forth in Articles 2 and 3 for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes.

7. Duration. This corporation shall have perpetual existence.

8. Distribution on Dissolution or Liquidation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or other applicable subsections 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 of such assets not so disposed of shall be disposed of by the District Court 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 the court shall determine, which are organized and operated exclusively for such purpose.

9. Place of Operation. The operations and activities of the corporation are to be conducted principally within the State of Idaho, but may be conducted elsewhere.

10. Principal Office. The corporation's principal office shall be located in the County of Ada, State of Idaho.

11. Address For Notice. The address to which the Secretary of State or any other person shall mail a copy of any notice required by law is Post Office Box 2564, Boise, Idaho 83701.

12. Registered Agent. The corporation designates Chas. F. McDevitt, which registered address is (physical) 537 West Bannock, Ste. 215, Boise, Idaho 83702, (mailing) Post Office Box 2564, Boise, Idaho 83701, its registered agent in the state upon whom process against the corporation may be served.

13. Number of Directors. The number of directors shall be three (3).

14. Names of Directors. The names and addresses of the Directors until the first annual meeting of the corporation are as follows:

Sheila A. McDevitt  
565 5<sup>th</sup> Avenue  
Brooklyn, NY 11215

Eileen A. McDevitt  
Route 1  
Eden, Idaho 83325

Kendal A. McDevitt  
PO Box 1543  
Boise ID 83701

15. Powers of Board of Directors. The members of the Board of Directors shall have the power to make such bylaws, rules and regulations, as they deem proper, and advisable for the government and management of the membership and the affairs of the corporation. Any vacancy occurring in the Board of Directors by death, resignation or otherwise shall be filled for the remainder of the term in the manner provided in the Bylaws of the corporation. Any conveyance or encumbrance of all or any part of the property of the corporation may be made when authorized as provided for other corporation actions as provided in the Bylaws.


16. Amendments. The Articles of Incorporation or the Bylaws of the corporation may be amended at any regular or special meeting of the voting members of the corporation by a two-thirds vote of the members present, provided that notice of said amendment stating the substance thereof shall have been mailed to all voting members in good standing at their last known addresses as shown in the records, not

less than thirty days prior to said meeting provided that these Articles shall automatically be amended as required to comply with Internal Revenue Code Section 501(c) and the applicable subsections thereof.

17. Incorporator. The name and street address of the Incorporator is as follows:

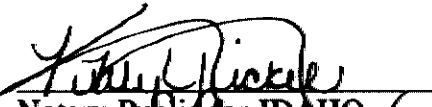
Chas. F. McDevitt  
537 West Bannock, Suite 215  
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23<sup>rd</sup> day of July, 1998.

  
Chas. F. McDevitt

STATE OF IDAHO           )  
                                  ) ss  
County of Ada            )

I, Kelly Y. Nickel, a notary public, do hereby certify that on the 23<sup>rd</sup> day of July, 1998, personally appeared before me CHAS. F. McDEVITT, being by me first duly sworn, declared that he is the Incorporator of *id* THEATRE INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

  
Notary Public for IDAHO  
Residing at Caldwell, Idaho  
My Commission Exp.: 10/17/2000

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