

ARTICLES OF INCORPORATION **FILED EFFECTIVE**

OF

2018 MAR -9 PM 11:51

OXFORD PEAK ARTS COUNCIL, INC. SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporators, being a natural person who is 18 years of age or older, hereby adopts the following articles of incorporation for the purpose of incorporating a nonprofit corporation (the "Corporation") pursuant to the Idaho Nonprofit Corporation Act (the "Act"):

ARTICLE I

NAME

The Corporation's name is the Oxford Peak Arts Council, Inc.

ARTICLE II

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. In compliance with the aforementioned purposes the Corporation will provide education, training, and services in the arts in order to improve quality of life, educational and employment opportunities related to Theater & Performing Arts, Multi-media & Visual Arts, as well as Music & the Fine Arts; and to engender a sense of community for all who participate.

ARTICLE III

REGISTERED AGENT

The name and address of the Corporation's initial registered agent at its initial registered office is Chalae C. Teebles; 6400 North Country Estates Lane Malad, Idaho 83252.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors shall consist of no fewer than three (3) people and up to seven (7) people. The names and addresses of the initial three Directors are:

1. Chalae C. Teebles, 6400 North Country Estates Lane, Malad, Idaho 83252
2. Jennifer L. Sperry, 220 West 11500 North, Malad, Idaho 83252
3. Warren D. Price, 22955 West Old Highway 37, Holbrook, Idaho 83243

ARTICLE V

INCORPORATORS

The name and address of the Corporation's incorporators are:

1. Chalae C. Teebles, 6400 North Country Estates Lane, Malad, Idaho 83252
2. Jennifer L. Sperry, 220 West 11500 North, Malad, Idaho 83252
3. Warren D. Price, 22955 West Old Highway 37, Holbrook, Idaho 83243

ARTICLE VI

REGISTERED OFFICE

The street address of the Corporation's initial registered office is 6400 North Country Estates Lane Malad, Idaho 83252. The mailing address of the Corporation is 6400 North Country Estates Lane Malad, Idaho 83252.

ARTICLE VII

MEMBERS

The Corporation shall have voting members, the terms of which shall be set forth in the Bylaws.

ARTICLE VIII

POWERS AND RESTRICTIONS ON POWERS

In furtherance of its purposes (but not otherwise), and subject to the limitations and restrictions set forth in Article VIII and any other limitations and restrictions imposed by law, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the Act and may do everything necessary or convenient for the accomplishment of any of its corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent.

Notwithstanding any other provision of these Articles of Incorporation:

- a. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its 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 I.

- b. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (1) by an organization exempt from federal income tax under tax section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (2) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- d. Upon the Corporation's dissolution, all of its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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.

ARTICLE IX

ELIMINATION OF DIRECTOR LIABILITY

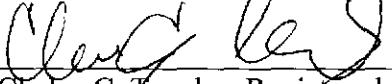
The personal liability of any director to the Corporation for monetary damages for any action taken or any failure to take any action, as a director, is hereby eliminated to the fullest extent permitted by Idaho Code § 30-30-603. If Idaho Code § 30-30-603 or this Article IX is repealed or amended to decrease or limit the protection against personal liability afforded the Corporation's directors pursuant to this Article IX, such repeal or amendment shall not be retroactively applied in determining a director's personal liability for monetary damages for any action taken or any failure to take any action prior to the effective date of such repeal or amendment.

IDAHO SECRETARY OF STATE

03/09/2018 05:00

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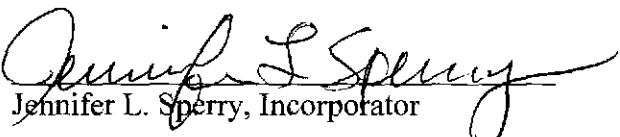
The undersigned hereby accepts and acknowledges appointment as the Corporation's initial registered agent.



Chalae C. Teebles, Registered Agent
chalaeannddavid@gmail.com
(517) 402-1333

Signed on 27 Feb, 2018

The undersigned hereby accept and acknowledge appointment as the Corporation's initial Incorporators:



Jennifer L. Sperry, Incorporator

Signed on Feb 27, 2018



Warren D. Price, Incorporator

Signed on 27 FEB, 2018



Chalae C. Teebles, Incorporator

Signed on 27 Feb, 2018