

45459

State of Idaho

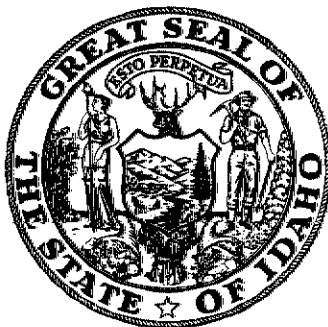
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of CAPITAL CITY JUNIOR BALLET, INC., an Idaho corporation, file number C 87554 into BALLET IDAHO, INC., an Idaho corporation, file number C 45459 duly executed 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: October 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

ARTICLES OF MERGER

between

BALLET IDAHO, INC.,
an Idaho Nonprofit Corporation,
("Surviving Corporation")

and

CAPITAL CITY JUNIOR BALLET, INC.,
an Idaho Nonprofit Corporation,
("Merging Corporation").

OUT 30
10/30/95
IDAHO SECRETARY OF STATE
10/30/95 9:00:00 AM
Customer # 50486
TVC960021463 16384
CORPORATION MERGER
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Pursuant to the provisions of the Idaho Nonprofit Corporation Act, I.C. Section 30-3-100 et. seq., the undersigned corporations, by and through their respective presidents and secretaries, adopt and approve the following Articles of Merger:

- FIRST: The names of the corporations are Ballet Idaho, Inc., an Idaho nonprofit corporation and Capital City Junior Ballet, Inc., a Idaho nonprofit corporation.
- SECOND: The laws of the state of Idaho permit this merger.
- THIRD: The name of the Surviving Corporation is Ballet Idaho, Inc., and it is governed by the laws of the state of Idaho.
- FOURTH: Surviving Corporation and the Merging Corporation have adopted the Plan and Agreement of Merger, a true and correct copy of which is attached to these Articles of Merger, and by this reference incorporated herein, setting forth the terms and conditions whereby the Merging Corporation shall be merged into the Surviving Corporation.
- FIFTH: The attached Plan and Agreement was approved and adopted by the unanimous vote of the directors of Ballet Idaho, Inc. at its monthly Board of Directors meeting held on 28th day of August, 1995, at the hour of 5:30 p.m., at The Esther Simplot Performing Arts Academy, at which meeting a quorum of the directors of the corporation was present.
- SIXTH: The attached Plan and Agreement was approved and adopted by the unanimous vote of the directors of Capital City Junior Ballet, Inc. at its monthly Board of Directors meeting held on 18th day of September, 1995, at the hour of 8:00 p.m., at The Esther Simplot Performing Arts Academy, at which meeting a quorum of the directors of the corporation was present.
- SEVENTH: The attached Plan and Agreement was approved and adopted by the unanimous vote of the members of Ballet Idaho Inc., entitled to cast one vote each regardless of category or class of membership, at a special meeting of the members of Ballet Idaho, Inc., held on the 25th day of September, 1995, at the hour of 5:30 p.m., at The Esther Simplot Performing Arts Academy, at which meeting a quorum of 18 members of the corporation was present and cast votes in

favor of the Plan and Agreement. The number of votes cast by the members for the Plan and Agreement was sufficient for approval by the members under the corporation Articles of Incorporation and by-laws and Idaho law.

EIGHTH: The attached Plan and Agreement was approved and adopted by the unanimous vote of the members of CCJB, INC* entitled to cast one vote each, regardless of category or class of membership, at a special meeting of the members of Capital City Junior Ballet, Inc. held on the 18th day of September, 1995, at the hour of 8:00 p.m., at The Esther Simplot Performing Arts Academy, at which meeting a quorum of 7 members of the corporation was present and cast votes in favor of the Plan and Agreement. The number of votes cast for the Plan and Agreement was sufficient for approval by the members under the corporation Articles of Incorporation and by-laws and Idaho law.

DATED this 16th day of October, 1995.

*Capital City Junior
Ballet, Inc.

SURVIVING CORPORATION
BALLET IDAHO, INC.

By: Annette G. Elg
Title: President

ATTEST:

By: Kimberly R. Hurren
Title: Secretary

STATE OF IDAHO)
County of Ada) ss.

I, Patricia W. Sterrett, a notary public, do hereby certify that on this 16th day of October, 1995, personally appeared before me Annette G. Elg, and Kimberly R. Hurren, who, being by me first duly sworn, declared that they are the president and secretary of Ballet Idaho, Inc., an Idaho nonprofit corporation, that they signed the foregoing document as president and secretary of the corporation, and that the statements therein contained are true.

Patricia W. Sterrett
Notary Public for Idaho
Residing at Boise
Commission Expires: 4/29/97

DATED this 15 day of Sep, 1995.

MERGING CORPORATION
CAPITAL CITY JUNIOR BALLET, INC.

By: Kristina F. Brown
Title: President

ATTEST:

By: [Signature]
Title: Secretary

STATE OF IDAHO)
County of Ada) ss.

I, Patricia W. Sterrett, a notary public, do hereby certify that on this 15th day of September 1995, personally appeared before me Kristina F. Brown, and, Cory Abukins, who, being by me first duly sworn, declared that they are the president and secretary of Capital City Junior Ballet, Inc., an Idaho nonprofit corporation, that they signed the foregoing document as president and secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public for Idaho

Residing at Boise

Commission Expires: 4/29/97

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JAN 10 1995

PLAN AND AGREEMENT OF MERGER

BALLET IDAHO, INC.
("Surviving Corporation")

AND

CAPITAL CITY JUNIOR BALLET, INC.
("Merging Corporation")

PLAN AND AGREEMENT OF MERGER

BALLET IDAHO, INC. ("Surviving Corporation")

and

CAPITAL CITY JUNIOR BALLET, INC. ("Merging Corporation")

1. DATE, NAMES OF PARTIES AND ADDRESSES

- 1.1 **Date.** This agreement is entered into on August 21, 1995.
- 1.2 **Name of Merging Corporation.** Capital City Junior Ballet, Inc., an Idaho nonprofit corporation, whose mailing address is 106 N. Latah, Boise, Idaho, is the Merging Corporation.
- 1.3 **Name of Surviving Corporation.** Ballet Idaho, Inc., an Idaho nonprofit corporation whose mailing address is 516 S. Ninth St., Boise, Idaho 83702, is the Surviving Corporation.
- 1.4 **Constituent Corporations.** The Merging Corporation and the Surviving Corporation are sometimes referred to as the "Constituent Corporations".

2. HISTORY

- 2.1 **Good Standing.** The Surviving Corporation was validly organized and is currently in good standing under the laws of the State of Idaho. The Merging Corporation was validly organized and is currently in good standing under the laws of the State of Idaho.
- 2.2 **Premerger Ownership of Surviving Corporation.** The Surviving Corporation has no capital stock. It is composed of voting members, committed to the purposes for which the corporation was formed.
- 2.3 **Premerger Ownership of Merging Corporation.** The Merging Corporation has no capital stock. It is composed of voting members, committed to the purposes for which the corporation was formed.
- 2.4 **Intent.** The boards of directors of the Constituent Corporations deem it advisable and in the best interests of the corporations and their members that the Merging Corporation merge with and into the Surviving Corporation in accordance with the provisions of the applicable statutes of the state of Idaho and have, therefore, entered into this Agreement of Merger, with the intent that the Surviving Corporation shall continue to qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

3. SPECIFIC TERMS AND CONDITIONS

- 3.1 **Agreement of Merger.** The Constituent Corporations agree to merge into a single corporation which shall be Ballet Idaho, Inc., the Surviving Corporation, pursuant to the laws of the state of Idaho. The Constituent Corporations further agree upon and prescribe the terms and conditions of the merger, the mode of carrying it into effect and the manner and basis of converting memberships in the Merging Corporation into memberships of Surviving

Corporation. On the effective date of the merger, the Merging Corporation shall be merged into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease. The Constituent Corporations shall become a single corporation named Ballet Idaho, Inc., an Idaho nonprofit corporation.

3.2 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be the post-merger Articles of Incorporation until amended in accordance with the laws of the state of Idaho. The Articles of Incorporation may be certified separately from this Agreement as the post-merger Articles of Incorporation of the Surviving Corporation.

3.3 By-laws of Surviving Corporation. The by-laws of the Surviving Corporation in effect immediately prior to the effective date of the merger shall continue to be the by-laws of the Surviving Corporation until altered or repealed in the manner provided by the laws of the state of Idaho.

3.4 Directors and Officers of Surviving Corporation. The directors and officers of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation, to hold office for the terms specified in the by-laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

3.5 Conversion of Memberships. Each member of the Merging Corporation on the effective date of the merger shall be entitled to become a member, and shall become a member, of the Surviving Corporation, provided he/she meets the qualifications for membership common to all members of the Surviving Corporation as set forth in the by-laws of the Surviving Corporation.

3.6 Effect of Merger

3.6.1 On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges and powers of each of the Constituent Corporations and shall become subject to all the restrictions, disabilities, liabilities and duties of each of the Constituent Corporations. All property, real and personal and mixed, and debts due to each of the Constituent Corporations on whatever account, as well as all other things belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and every other interest shall be the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all the debts, liabilities, obligations and duties of the respective Constituent Corporation shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been originally incurred or contracted by it.

3.6.2 If at any time the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were the proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such

purposes, the capacity and authority of the Merging Corporation and the respective officers and directors of the Merging Corporation shall be deemed to be continuing.

3.7 Accounting and Stated Capital. When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they were carried at that time in the accounting records of the Constituent Corporations.

3.8 Abandonment. This plan and agreement of merger may be abandoned by action of the boards of directors of the Surviving Corporation or the Merging Corporation at any time prior to the effective date of the merger whether before or after submission to their respective members if, not later than October 31, 1995, the merger fails to obtain the requisite vote of the members of the Surviving Corporation or of the members of the Merging Corporation.

3.9 Effective Date. The effective date of the merger provided for by this agreement shall be the date the merger is effective pursuant to Idaho law.

4. SIGNATURE LINES AND ACKNOWLEDGMENTS

The undersigned officers have signed their names to this plan and agreement on August 21, 1995.

MERGING CORPORATION

By:

Karen Mae Breaux
CCJB, Inc, President

ATTEST:

[Signature]
Secretary

STATE OF IDAHO)

County of Ada) ss.

I, Patricia W. Sterrett, a notary public, do hereby certify that on this 21st day of August, 1995, personally appeared before me Karen Mae Breaux, who, being by me first duly sworn, declared that he/she is the president of Capital City Junior Ballet, Inc., an Idaho nonprofit corporation, that he/she signed the foregoing document as president of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public for Idaho
Residing at Boise
Commission Expires: 4/29/97

SURVIVING CORPORATION

By: Annette D. Elg
Ballet Idaho, President

ATTEST:
Kimberly B. Hansen
Ballet Idaho, Secretary

STATE OF IDAHO)
County of Ada) ss.

I, Patricia W. Sterrett, a notary public, do hereby certify that on this 28th day of August, 1995, personally appeared before me Annette G. Elg, who, being by me first duly sworn, declared that he/she is the president of Ballet Idaho, Inc., an Idaho nonprofit corporation, that he/she signed the foregoing document as president of the corporation, and that the statements therein contained are true.

Patricia W. Sterrett
Notary Public for Idaho
Residing at Boise
Commission Expires: 4/29/97