

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROCKY MOUNTAIN PRINTMAKING ALLIANCE CORPORATION**

For Office Use Only

-FILED-

File #: 0003615844

Date Filed: 9/4/2019 4:14:00 PM

The undersigned, acting on behalf of a nonprofit corporation ("**Corporation**") organized under and pursuant to the laws of the State of Idaho adopts the following Amended and Restated Articles of Incorporation ("**Articles**"):

**Article 1
NAME**

1.1 The name of the Corporation is Rocky Mountain Printmaking Alliance Corporation.

**Article 2
REGISTERED OFFICE AND ADDRESS**

2.1 The Corporation's registered office is located at 802 W. Bannock St., Suite 303, Boise, Idaho 83702.

2.2 The Corporation's Registered Agent is David Arkoosh of Arkoosh Corporate Services LLC.

**Article 3
PURPOSE**

3.1 The purposes for which the Corporation is organized and will operate are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**"), as amended, including the following.

(a) To promote educational programs and outreach dealing with the art of printmaking and related arts through presenting public discussion groups, forums, panels, lectures, symposiums or, other similar programs. Such programs may be published on radio, television, internet or in written form.

(b) To exercise all powers granted by law to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing contained in these Articles shall be deemed to authorize or permit the Corporation to carry on any business for profit or to exercise any power or to do any act that a corporation formed under Idaho Nonprofit Corporation Act (the "**Act**") may not at that time lawfully carry on or do.

(c) Any other lawful purpose under the Act and/or the Code.

Article 4 LIMITATIONS

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 in furtherance of the purposes set forth above. No part of the activities of the corporation shall be the carrying on of 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 or in opposition to 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:

- (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or
- (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 5 MEMBERS

5.1 The Corporation will not have members.

Article 6 BOARD OF DIRECTORS

6.1 The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, but in no case may be less than three. Directors shall be elected in the manner and for the term provided in the Bylaws of the Corporation.

(a) The names and addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Justin Diggle President	1762 S. Windsor Salt Lake City, UT 84105
Anne Hoff Treasurer	6309 Santa Cruz Ave. Las Vegas, NV 89108

Candace Garlock
Secretary

8815 Eaglenest Road
Sparks, NV 89436

Stefanie Dykes
Board Member

125 K Street
Salt Lake City, UT 84103

Cerese Vaden
Board Member

2529 N. Palo Dulce Drive
Tucson, AZ 85745

Kevin Haas
Board Member

704 E. 3rd Street
Moscow, ID 83843

Jill AnnieMargaret
Board Member

117 S. Peasley Street
Boise, ID 83705

Article 7 DISSOLUTION

7.1 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

Article 8 BYLAWS

8.1 Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article 9 DIRECTOR LIABILITY

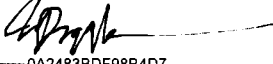
9.1 The Corporation shall indemnify Officers and Directors of the Corporation to the fullest extent permitted under the Act.

[SIGNATURE PAGE FOLLOWS]

**Article 10
SIGNATURES**

3/20/2019


Date

DocuSigned by:

0A2483BDF98B4D7.

Justin Diggle
President

Appointment of the undersigned as registered agent for the Corporation is hereby acknowledged and accepted:

ARKOOSH CORPORATE SERVICES LLC

DocuSigned by:

B08E2F45CDAB43C.

By: David Arkoosh
Its: Member