

CERTIFICATE OF INCORPORATION
OF

MOSCOW PRO-ART, INC.

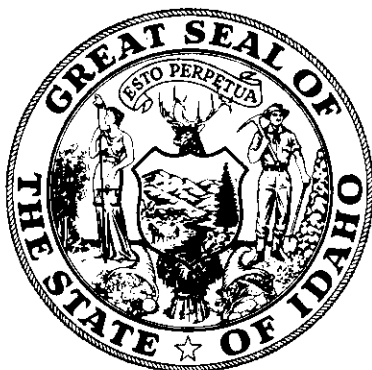
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MOSCOW PRO-ART, 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 October 28, 19 80.



SECRETARY OF STATE

Corporation Clerk

OCT 28 8 27 AM '80
SECRETARY OF STATE

OCT 14 10 23 AM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MOSCOW PRO-ART, INC.

We, the undersigned all of whom are residents of the State of Idaho, desiring to form a charitable, non-profit corporation pursuant to the provisions of Chapter 3 of Title 30 of the Idaho Code, hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the proposed corporation is MOSCOW PRO-ART, INC.

ARTICLE II

PURPOSE

The purposes for which this non-profit corporation is formed are:

- (1) To provide a nucleus for developing interest in the performance of and instruction in musical arts.
- (2) To provide a means to make available low cost instruction in musical arts to school children.
- (3) To engage in action to increase public awareness in musical arts.
- (4) To accomplish these purposes through effective planning for the development of activities and coordination of effort with appropriate participating and cooperating organizations.
- (5) To perform any acts or engage in any activities necessary to further the purposes for which this corporation has been formed.
- (6) This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law).

ARTICLE III

POWERS

The powers of this corporation shall be:

- (1) To operate under the name set forth in Article I.
- (2) To employ qualified personnel and enter into contracts with consultants to carry out the purposes of this act.
- (3) To operate and maintain offices necessary to carry out the purposes of this act.
- (4) To adopt and use a corporate seal.
- (5) To make appropriate reports to its members.
- (6) To make contracts.
- (7) To acquire, hold, operate, mortgage, hypothecate, and dispose of any property (real, personal or mixed) whenever necessary or appropriate to carry out its lawful functions.
- (8) To accept financial aid from the United States of America and any other source in order to carry out its functions.
- (9) To conduct its activities in accordance with and subject to all applicable State and Federal laws and regulations.
- (10) Through its Board of Directors, to appoint such officers and employees as are necessary to carry out its functions and dismiss such officers and employees and appoint others to take their place.
- (11) To exercise the powers provided corporations by the provisions of the General Corporation Laws of the State of Idaho, the Idaho Business Corporation Act, not inconsistent with its functions and the provisions of these Articles and Chapter 3 of Title 30 and in furtherance of the purposes of this corporation.
- (12) To adopt by-laws regulating the manner in which its officers and employees shall be appointed and the privileges granted to it by law exercised and enjoyed.
- (13) To exercise the powers set out above and conduct its activities without pecuniary profit for its members and in a manner consistent with acquiring and maintaining tax exempt status as this is permitted by the Internal Revenue Code of the United States of America and the laws of the State of Idaho.

ARTICLE IV

DURATION

The duration of this corporation shall be perpetual.

ARTICLE V

OFFICE

The principle office of the corporation shall be located in Moscow, Idaho, at 922 West A Street, subject to the power of the Board of Directors to change.

ARTICLE VI

NON-PROFIT

This corporation is formed without any purpose of pecuniary profit for itself or its members and shall have no capital stock.

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 for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial 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 any candidate for public office. Notwithstanding any other provisions 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) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States of America Internal Revenue Law) or (b) by corporations 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 of America Internal Revenue Law).

ARTICLE VII

NUMBER OF DIRECTORS

The numbers of directors of this corporation shall not be less than three (3), the exact number and qualifications to be determined by the by-laws. The initial Board of Directors shall be:

Steven Folks, William Wharton and Marcia Folks
whose addresses are set forth in Article XI.

ARTICLE VIII

MEMBERSHIP

The incorporators shall be the initial members who, in this capacity, shall adopt by-laws, be the initial members and elect the initial Board of Directors which shall serve for the first year and until other directors are elected to replace them. The membership of the organization shall consist of those persons interested in music in Latah County, Idaho, who attend the annual meeting of the corporation. No stock shall be issued by this corporation to any member. Any change in membership of the corporation will be effected by amendment of the by-laws.

ARTICLE IX

DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall after paying or making provision for payment 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 charitable, educational, religious, or scientific 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 of America Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed by the District Court

of the county in which the principle office of the corporation is then located exclusively for such purposes or to such organization or organizations as that court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

REGISTERED AGENT

The registered agent for the corporation shall be Mr. William Wharton, 922 West A Street, Moscow, Idaho 83843.

ARTICLE XI

INCORPORATORS

The name and post office address of the incorporators, each of whom is a citizen of the United States of American and a resident of the State of Idaho, are:

Steven Folks, 628 No. Washington St., Moscow, ID 83843

William Wharton, 922 West A. Street, Moscow, ID 83843

Linda Wharton, 922 West A Street, Moscow, ID 83843

Marcia Folks, P. O. Box 8453, Moscow, ID 83843

ARTICLE XII

BY-LAWS

The right and power to adopt, repeal, alter, rescind and amend the by-laws of this not-for-profit corporation is conferred upon the members of the corporation and the power to adopt the initial by-laws of this not-for-profit corporation is conferred upon the incorporators

WITNESS our hands and seals this 9th day of October, 1980.

Steven Folks
Steven Folks

William Wharton
William Wharton

Marcia Folks
Marcia Folks

Linda Wharton
Linda Wharton

STATE OF IDAHO

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) SS.
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On this the 9th day of October, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Steven Folks, William Wharton, Linda Wharton and Marcia Folks, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

Philip L. Peterson
Notary Public, State of Idaho

Notary Public, State of Idaho

My commission expires 11.8.54.