



CERTIFICATE OF INCORPORATION
OF

ART GUILD OF MAGIC VALLEY, 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 _____

ART GUILD OF MAGIC VALLEY, 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 July 23, 19 86.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF THE

ART GUILD OF MAGIC VALLEY, INC.

JUL 23 10 10 AM '86
IDAHO STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full legal age and bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the provisions of Chapter 3 of Title 30, of the Idaho Code.

AND WE DO HEREBY CERTIFY:

I.

That the name of said nonprofit corporation shall be the "ART GUILD OF MAGIC VALLEY, INC."

II.

That this corporation shall be a nonprofit corporation.

III.

That the term for which this nonprofit corporation shall exist is perpetual from and after the date of its incorporation.

IV.

The objects, purposes and powers for which this nonprofit corporation is organized are:

(1) To unite artists, original craftsmen and others interested in art.

(2) To advance the study, participation and interest in the arts throughout the Magic Valley area; to sponsor art exhibits, displays and demonstrations; to sponsor courses and

classes in art and to sponsor lectures and courses in art appreciation.

(3) To engage in any activity that is, or appears to be, necessary or convenient with the purposes set forth in paragraphs (1) and (2) above, including, but not limited to the following:

- a. To own, build, construct, lease, operate and manage any building necessary in order to provide a common meeting place for the members of this nonprofit corporation.
- b. To purchase, own, lease, hold, construct buildings for the use of this nonprofit corporation and exercise all privileges of ownership of such real and personal property as may be or may become necessary for the furtherance of the objects and purposes of this nonprofit corporation.
- c. This nonprofit corporation shall have each and all of the powers given to such nonprofit corporations by the statutes of the State of Idaho as now existing or as hereafter amended but not limited by the generality of the foregoing.
- d. This nonprofit corporation shall have the right through its officers and directors to borrow money for

any purposes or object whatsoever in any way connected with, related to, required for, or necessary for the carrying out of the purposes and objects of this nonprofit corporation and to make, issue and deliver in return for any moneys borrowed: notes, debenture bonds, certificates or other evidences of indebtedness that the directors or the officers may from time to time decide upon, and to secure the payment of any such evidence of indebtedness that may be issued, by mortgages or deeds of trust covering both real and personal property of the corporation, or by assignment of the income of the corporation.

V.

The original members of this corporation shall be all those persons who are presently bona fide members of the Art Guild of Magic Valley, presently an unincorporated association, in good standing at the time these articles are filed, and such other persons who may in the future be admitted to membership in the nonprofit corporation in accordance with the By-Laws of this nonprofit corporation, it being specifically provided that said nonprofit corporation may provide for the admission of such future members in such manner and method and under the authority of Idaho Code 30-314(c).

VI.

This nonprofit corporation shall have its registered office in the City of Twin Falls, County of Twin Falls, State of Idaho, and the Post Office address of the registered office of this nonprofit corporation shall be P.O. Box 1538, Twin Falls, Idaho 83303-1538, and the street address of the initial registered office of this nonprofit corporation is 715 Shoshone Street North, 2nd Floor, Law Offices of Glenn & Henrie, Lawyers, and the name of its initial registered agent at such address is Robin L. Henrie, Attorney at Law.

VII.

The Directors, officers and members of this nonprofit corporation shall be as follows:

(1) Said nonprofit corporation shall be managed by a Board of Directors of not less than five or more than one hundred members, which said Board shall have charge and management of any real estate or personal property of the nonprofit corporation and the promotion, operation and management of said corporation. The exact number, terms and qualifications of the Directors shall be as provided by the By-Laws.

(2) The officers shall be as provided by the By-Laws of the nonprofit corporation.

(3) The rights and interests of all members shall be equal and no member can have or acquire a greater interest in the nonprofit corporation than any other member and no member of the nonprofit corporation shall be allowed more than one vote on any question.

(4) The nonprofit corporation shall not issue any capital stock but shall issue membership certificates to each member.

(5) Membership certificates shall be nontransferable and subject to revocation or termination as provided in the By-Laws of the nonprofit corporation.

VIII.

The nonprofit corporation shall be operated on a nonprofit basis for the mutual benefit of its members. It is anticipated that there will not be a profit or surplus, but if a profit or surplus does in fact occur, then such profit or surplus shall be used to further the objects and purposes of the nonprofit corporation provided, however, that in no event shall the profits or surplus of the nonprofit corporation be paid to the members of the nonprofit corporation.

IX.

The names and addresses of the Directors constituting the initial Board of Directors are as follows:

NAME	RESIDENCE
Robin L. Henrie	Rt. 2 Box 5228, Twin Falls, Idaho 83301
Donna Davis	Rt. 1 Box 106A, Hansen Idaho 83334
Beverly Ziegler	1243 Parkway Drive, Twin Falls, Idaho
Ingrid Strobe	Rt. 3, Dorm Dr., Twin Falls, Idaho 83301
Charlotte Kilfoyle	627 Second Ave. S., Twin Falls, Idaho 83301

X.

That this nonprofit corporation shall have the authority to adopt By-Laws pursuant to Idaho Code Section 30-309.

IX.

The By-Laws of this nonprofit corporation may be repealed, amended and new By-Laws enacted as follows:

- (1) At any regular meeting of the members of the nonprofit corporation or any special meeting, at which the intention is to repeal, amend or adopt new By-Laws, as stated in the notice calling said meeting, by a majority of all those present at the meeting; or,
- (2) By a two-thirds vote of the members of the Board of Directors at any regular meeting of said Board or at a special meeting of said board called for said purposes.

XII.

These articles of incorporation may be amended in any manner at any regular meeting of the members of this corporation by a vote of a majority of a quorum attending such meeting, provided notice of the intention to amend the articles on incorporation shall have been given by mailed, written notice to the members at least ten (10) days prior to the date of the regular meeting to be held for this purpose. The notice shall designate the meeting at which it is intended to vote on the proposition of amending the articles of incorporation, and shall state the manner in which it is intended to amend the articles of incorporation and the time and place of said regular meeting.

XIII.

All meetings of the members of this corporation shall be held pursuant to notice of the time and place given to each member by mailing, a notice of the same by ordinary mail at least ten (10) days prior to such meeting. After notice has been so given, the members present at such meeting shall constitute a quorum for the transaction of the business of this corporation. There shall be at least one such meeting each year held on the third Thursday of May of each year and as many other meetings of the members as are necessary to transact the business of the corporation.

XIV.

The names and the residences of the incorporators are as follows:

NAMES	RESIDENCE
Robin L. Henrie	Rt. 2 Box 5228, Twin Falls, Idaho 83301
Charlotte Kilfoyle	627 2nd Ave. S., Twin Falls, Idaho
Donna Davis	Rt. 1, Box 106A, Hansen, Idaho
Ingrid Strobe	Rt. 3, Dorm Drive, Twin Falls, Idaho
Beverly Ziegler	1243 Parkway Drive, Twin Falls, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands
this 22nd day of July, 1986.

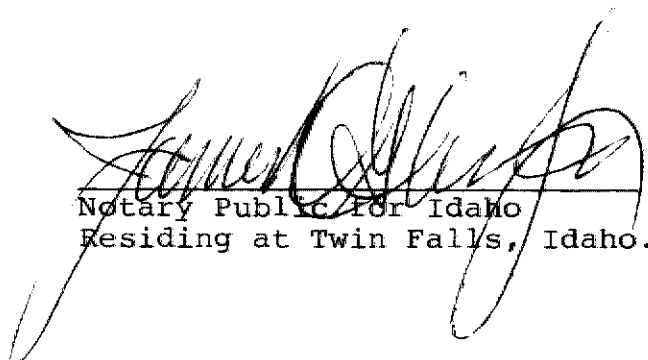
Robin L. Henrie
Charlotte Kilfoyle
Donna Davis
Ingrid Strobe
Beverly Ziegler

STATE OF IDAHO
County of Twin Falls

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) ss.
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On this 22nd day of July, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Robin L. Henrie, Donna Davis, Beverly Ingrid Strobe, Ziegler and Charlotte Kilfoyle, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Twin Falls, Idaho.