

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BOISE FINE ARTS ALLIANCE, 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 BOISE FINE ARTS ALLIANCE, 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: December 7, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

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## A Nonprofit Corporation

## **ARTICLE 1**

## **ARTICLE 2**

**Susan Waters**  
**4433 W. Quail Point Court**  
**Boise, Idaho 83703**

### **ARTICLE 3**

1. To establish a non-profit organization to:
  - a. to display and promote the member's fine art to the Boise community;
  - b. to maximize the artis members' return on the sale of their artwork, with the minimum cost involvement;
  - c. to support, as an individual artist, the Boise Fine Arts Alliance;
  - d. to locate affordable studio/gallery space for the artis members;
  - e. to impact the Boise community as to the value of original local artwork; and
  - f. to hold two (fall and spring) or more art exhibitions annually.
2. To issue memberships;
3. To receive money (contributions, bequests, dues, admission fees, charges for services, etc.) and make donations;
4. To have standing to participate in the legal process. To sue or defend in court;

5. To make contracts and incur liabilities;
6. To elect or appoint officers and directors and to indemnify them against liability;
7. To own or hold both real and personal property and to dispose of it;
8. To pay compensation and establish pension plans for employees;
9. To operate a for-profit business (and to pay taxes on any income unrelated to its tax exempt purpose); and
10. Generally, to do anything lawful and necessary for the corporation to carry out its notprofit purposes.

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

#### **ARTICLE 4**

The management of the affairs of the corporations is to be vested in its members pursuant to Section 30-314(c) of the Idaho Code.

#### **ARTICLE 5**

The number of initial directors of this corporation shall be five (5) and the names and address of the initial directors are as follows:

**Susan Waters, President  
4433 W. Quail Point Ct.  
Boise, Idaho 83703**

**Christopher Frazier, 1st V.P.  
449 Rossi  
Boise, Idaho 83706**

**Charles (Dick) Lee, 2nd V.P.  
4518 Emerald  
Boise, Idaho 83706**

**Denai Brogdon, Secretary  
1024 Michigan  
Boise, Idaho 83706**

**Ana Valentine Griggs, Treasurer  
1404 Rimrock Court  
Boise, Idaho 83712**

#### **ARTICLE 6**

The names and address of the incorporators of this corporation are:

**Susan Waters  
4433 W. Quail Point Court  
Boise, Idaho 83703**

## **ARTICLE 7**

The period of duration of this corporation is: **PERPETUAL**

## **ARTICLE 8**

The classes, rights, privileges, qualifications, and obligations of members of this corporations are as stated in the Bylaws of this corporation.

## **ARTICLE 9 - LIMITATION ON POLITICAL ACTIVITIES**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except at otherwise provided by Section 501(h) of the Internal Revenue Code], and this 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.

## **ARTICLE 10 - LIMITATION ON PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or other private persons, except that this 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 these articles.

## **ARTICLE 11 - DEDICATION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Notwithstanding any other provision of these Articles, this 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 (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated 12-7-92

  
Susan Waters, Incorporator