

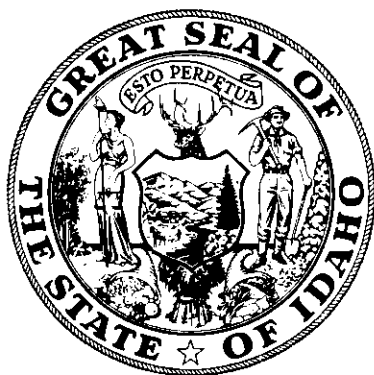
CERTIFICATE OF INCORPORATION  
OF

WOOD RIVER ADVISORY COUNCIL FOR THE ARTS, A NON-PROFIT CORPORATION

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 WOOD RIVER ADVISORY COUNCIL FOR THE ARTS, A NON-PROFIT CORPORATION, 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 January 16, 19 84.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ORIGINAL

ARTICLES OF INCORPORATION  
OF

WOOD RIVER ADVISORY COUNCIL FOR THE ARTS,  
A NON-PROFIT CORPORATION

I. NAME

The name of the corporation is WOOD RIVER ADVISORY  
COUNCIL FOR THE ARTS, A NON-PROFIT CORPORATION.

II. PURPOSES

This corporation is a nonprofit public benefit corpora-  
tion and is not organized for the private gain of any  
person. It is organized under the Nonprofit Public Benefit  
Corporation Law for public purposes. The public purposes of  
the corporation are to operate a nonprofit organization for  
the advancement of the arts in the Wood River Valley. The  
duration of the corporation is perpetual.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for  
service of process is GAIL SEVERN, 4th and Leadville, P.O.  
Box 1669, Ketchum, Idaho. The initial registered office of  
the corporation is Images Gallery, 4th and Leadville, P.O.  
Box 1669, Ketchum, Idaho 83340.

IV. DIRECTORS

The corporation shall have not less than three (3) nor  
more than ten (10) Directors. The names and addresses of  
the person who are to act in the capacity of Directors until  
the selection of their successors are:

Gail Severn

Post Office Box 1669  
Ketchum, Idaho 83340

Richard Fenton	Post Office Box 65 Sun Valley, Idaho 83353
Michael Feltman	Post Office Box 989 Ketchum, Idaho 83340
Kathy Wygle	Post Office Box 651 Sun Valley, Idaho 83353
Wendy Jacquet	Post Office Box 783 Ketchum, Idaho 83340
Greer Markle	Post Office Box 656 Sun Valley, Idaho 83353

#### V. BYLAW PROVISIONS

A. Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

B. Members. The authorized number, if any, and qualifications of members of the corporation, for filling of vacancies, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws.

#### VI. DEDICATION AND DISSOLUTION

A. The property of this corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

B. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

C. If this corporation holds any assets on trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

#### VII. LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

#### VIII. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned, being the incorporators of Wood River Advisory Council for the Arts have executed these Articles of Incorporation on the 21st day of December, 1983.


Kathleen Wygle  
Kathleen Wygle, Director  
Richard Fenton  
Richard Fenton, Director  
Michael Fenton  
Michael Fenton, Director

ACKNOWLEDGEMENT

STATE OF IDAHO           )  
                                  ) ss.  
County of Blaine        )

On this 21st day of December, 1983, before me,  
a notary public in and for said State, personally appeared  
Richard Fenton, known to me to a director and  
initial incorporator of Wood River Advisory Council for the  
Arts and the person whose name is subscribed to the fore-  
going instrument, and acknowledged to me that he executed  
the same.


WITNESS My hand and official seal.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Ketchum  
Commission expires 6/9/85

STATE OF IDAHO           )  
                                  ) ss.  
County of Blaine        )

On this 21st day of December, 1983, before me,  
a notary public in and for said State, personally appeared  
Kathleen Wygle, known to me to a director and  
initial incorporator of Wood River Advisory Council for the  
Arts and the person whose name is subscribed to the fore-  
going instrument, and acknowledged to me that she executed  
the same.

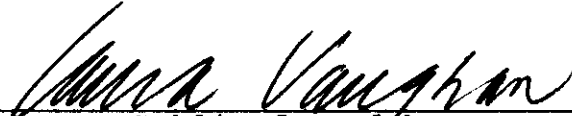
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Notary Public for Idaho  
Residing at Ketchum  
Commission expires 6/9/85

STATE OF IDAHO            )  
                                  ) ss.  
County of Blaine         )

On this 21st day of December, 1983, before me,  
a notary public in and for said State, personally appeared  
Michael Feltman, known to me to a director and  
initial incorporator of Wood River Advisory Council for the  
Arts and the person whose name is subscribed to the fore-  
going instrument, and acknowledged to me that he executed  
the same.

WITNESS My hand and official seal.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Ketchum  
Commission expires 6/9/85