

to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI – LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII – NO MEMBERS

The Corporation shall not have any members for purposes of the Act and shall in that regard be a nonmember corporation. However, the Corporation may have honorary “members” for purposes of soliciting, receiving and recognizing donations and other support, but such “members” shall not have any voting rights or other authority over the Corporation.

ARTICLE VIII – BOARD OF DIRECTORS

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, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors or appointed by the Board of Directors of the Idaho Falls Symphony Society, Inc., in the manner and for the term provided in the Bylaws of the Corporation; provided, however, that at least a majority of the Director positions shall be appointed by the Board of Directors of the Idaho Falls Symphony Society, Inc.

The names and addresses of the persons constituting the initial Board of directors, all of whom are appointed by the Board of Directors of the Idaho Falls Symphony Society, Inc., are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Turner	450 “A” Street, Idaho Falls, ID 83402
Ralph Hartwell	450 “A” Street, Idaho Falls, ID 83402
Kevin O’Brien	450 “A” Street, Idaho Falls, ID 83402
Joe Call	450 “A” Street, Idaho Falls, ID 83402

ARTICLE IX – DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine; provided, however, that unless the Idaho Falls Symphony Society, Inc. has dissolved or is in serious financial condition or no longer qualifies as an exempt organization under Section 501(c)(3), such distributions shall be made to the Idaho Falls Symphony Society, Inc., unless two-thirds of the then serving Board members determine otherwise. 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 X – INCORPORATOR

The name and street address of the incorporator is Steven R. Parry, 490 Memorial Drive, Idaho Falls, Idaho 83402.

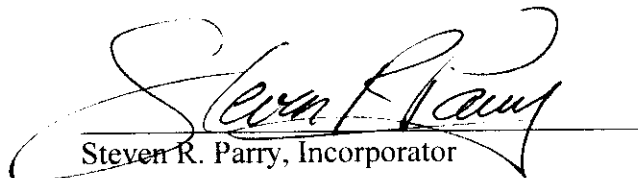
ARTICLE XI – BYLAWS

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

ARTICLE XII – AMENDMENT

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 1st day of May, 2006.


Steven R. Parry, Incorporator