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State of Idaho

Department of State

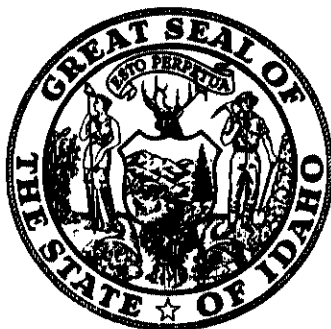
CERTIFICATE OF INCORPORATION OF

COMMUNITY ARTS ASSOCIATION, INCORPORATED

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 COMMUNITY ARTS ASSOCIATION, INCORPORATED 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: March 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherge Redries*

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ARTICLES OF INCORPORATION

of the

COMMUNITY ARTS ASSOCIATION, Incorporated.

We, the undersigned persons, acting as the incorporators of a non-profit corporation under the provisions of the Idaho Nonprofit Corporation Act (Title 30, Chapter 3, Idaho Code), adopt the following Articles of Incorporation.

Article I

Name

The name of the corporation is: COMMUNITY ARTS ASSOCIATION, Incorporated.

Article II

Non-Profit Status

The corporation is a non-profit corporation.

Article III

Duration

The period of duration of this corporation shall be perpetual.

Article IV

Purposes

This corporation is organized for the following charitable and educational purposes:

(a) To be responsible for all policies, rules and regulations relating to the administration of a public community arts association.

(b) To provide the people of Teton Valley with quality art experiences through education, exhibitions and performance programs.

(c) To engage in any activity that lawfully may be conducted by a non-profit corporation organized under Title 30, Chapter 3, of the Idaho Code.

Article V

Exclusive Charitable Purpose

This organization is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 Internal Revenue Law) or (b) by an organization, 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 Internal Revenue Law).

Article VI

Management, Directors

The corporation shall be managed by a board of directors, who shall be a minimum of four and a maximum of nine in number. They shall include a chair, a vice-chair, a secretary, and a treasurer. The initial number of directors shall be four.

Article VII

Registered Office - Agent

The address of the initial registered office of the corporation shall be RR1 Box 3370, Driggs, ID., 83422. The name of the initial registered agent at such address shall be Deirdre Cassidy.

Article VIII

Dissolution

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and

obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

Article IX

Initial Board of Directors

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

Deirdre Cassidy: Chairman
RR 1 Box 3370
Driggs, ID 83422

Ken Belanger: Vice-chair
352 S. 50 West
Driggs, ID 83422

Julia Hibbert: Secretary
258 W. Hwy 33
Tetonia, ID

Rodney Wright: Treasurer
P.O. Box 634
Driggs, ID 83422

Article X

Incorporators

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

Deirdre Cassidy
Rt. 1 Box 3370
Driggs, Idaho 83422

Julia Hibbert
258 W Hwy 33
Tetonia, ID

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Dated this March 26th day of March, 1992.

Deirdre H. Cassidy

Julia H. Hibbert