

FILED EFFECTIVE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUN VALLEY SUMMER SYMPHONY, INC.

2007 JAN 29 AM 8:38

SECRETARY OF STATE  
STATE OF IDAHO

The Corporation hereby adopts the following Amended and Restated Articles of  
Incorporation:

ARTICLE ONE  
NAME

The name of the Corporation is Sun Valley Summer Symphony, Inc.

ARTICLE TWO  
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE THREE  
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR  
PURPOSES AND POWERS

The purposes of the Corporation and its powers are the following:

1. To have specifically, and exclusively, an educational, charitable and literary purpose for all its activities, and to have no purpose nor engage in any activity which would not be educational, charitable or literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
2. To develop and maintain a cultural program of quality designed to further the education of professional musicians and to educate and entertain the general public by teaching and performing classical music.
3. To provide cultural education and entertainment for the general public by developing a summer music festival to be held at the Sun Valley Resort at Sun Valley, Idaho, or any other location in Blaine County, Idaho, in a relaxed and naturally beautiful atmosphere conducive to the performance and enjoyment of quality classical music.

IDAHO SECRETARY OF STATE  
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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SUN VALLEY SYMPHONY, INC.

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4. To provide education for professional musicians and those who wish to become professional musicians by developing a course of instruction in classical music to be taught in conjunction with the Sun Valley Summer Symphony.

5. To support quality music education activities and programs for the general public, a purpose which is consistent with the emphasis of the music festival.

6. To promote a professional and attractive environment for the recruitment and retention of classical musicians in regional communities which are currently underserved.

7. To receive from any and all available sources, including the proceeds from grants, fees, donations, bequests and legacies, funds for and contributions to the development, maintenance and operation of the music festival and for any other purposes for which this corporation is formed.

8. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to educational, charitable and literary purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any members of the corporation, except as such member may be a corporation organized and operated exclusively for educational, charitable or literary purposes, and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of the organization shall be 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 organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Law).

9. To authorize person(s) or committee(s) to exercise some or all of the powers of the Board of Directors.

10. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Non-profit Corporation Act.

#### ARTICLE FIVE MEMBERSHIP

The Corporation shall have no members.

## **ARTICLE SIX LOCATION**

The principal office of the Corporation in the State of Idaho shall be located at 400 First Ave. Suite 215, Ketchum, Idaho 83340. The Corporation may have such other offices either within or without the State of Idaho, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The Corporation shall have and continuously maintain in the State of Idaho a registered office, and a registered agent whose address is identical with such registered office, as required by the Idaho Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the Board of Directors.

## **ARTICLE SEVEN BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors shall be fixed in accordance with the Corporation's Bylaws. The Directors shall be elected by the existing Directors of the Corporation in the manner and for the term(s) provided in the Bylaws.

## **ARTICLE EIGHT BYLAWS**

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

## **ARTICLE NINE DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education or literary purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE TEN

### APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION


These Amended and Restated Articles of Incorporation contain both restated and amended provisions of the original Articles of Incorporation and amendments thereto, and have been duly adopted by unanimous vote of the Board of Directors, and shall supersede the original Articles of Incorporation and all amendments thereto. These Amended and Restated Articles of Incorporation only require approval by the Board of Directors.

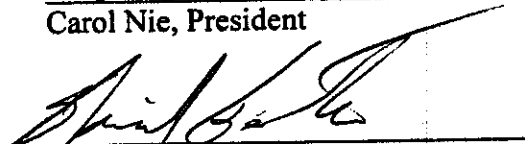
## ARTICLE ELEVEN

### AUTHORITY

The undersigned has been given the authority to execute the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seals this \_\_\_\_\_ day of January, 2007.

  
\_\_\_\_\_  
Carol Nie, President

  
\_\_\_\_\_  
Richard Porter, Secretary