

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
THEATRICALITIES, INCORPORATED**

11 MAY 27 AM 11:36
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator under the Idaho Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is Theatricalities, Incorporated.
2. **NONPROFIT:** This is a nonprofit corporation.
3. **DURATION:** The duration of the corporation shall be perpetual.
4. **PURPOSES:** The purposes to be promoted or carried out by the corporation are

as follows:

- A. To establish and operate a non-profit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501C(3) of the Internal Revenue Code of 1986, as amended from time to time:
- B. To build community and enhance the quality of life for residents of the greater Pocatello area.
- C. To provide opportunity for community citizen's to participate in and view representations of the performing arts.
- D. To seek and collect monies used to perpetuate the arts through contribution, performance and grants, both public and private.
- E. To promote awareness and recognition of local and regional arts programs

C191248

and culture.

F. To award monies to deserving groups, organizations or individuals who prove a progressive and ongoing effort to present, develop or educate within a performing arts agenda.

G. To perform all things incidental to, or appropriate in, the achievement of its specific and primary charitable purposes, including: receiving; administering; and, expending public or private funds for such purposes.

5. POWERS: The corporation shall be authorized to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under the Idaho Nonprofit Corporation Act to accomplish any of the purposes enumerated in Paragraph 4 hereof. Notwithstanding any of the provisions enumerated herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

6. 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 Paragraph 4 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 of 1986, as amended from time to time.

7. **MEMBERSHIP:** The corporation will be a non-membership corporation.

8. **REGISTERED OFFICE AND AGENT:** The address of the initial registered office of the corporation is 680 Bedford, Chubbuck, Idaho, 83202, and the name of the initial registered agent of the corporation is Troy Clinkscales.

9. **BYLAWS:** Provisions for the regulation of the internal affairs of the corporation shall be set forth in bylaws of the corporation as may be adopted by its incorporators or board of directors.

10. **ELECTION OF DIRECTORS:** Directors of the corporation shall be elected in the manner provided by the Bylaws.

11. **INITIAL DIRECTORS:** The number of directors constituting the initial Board of Directors shall be three (or as provided in the By Laws), and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Name	Street Address	City or Town
Troy Clinkscales	680 Bedford	Chubbuck, ID 83202
Melanie Commons	680 Bedford	Chubbuck, ID 83202
Terry R. Commons	680 Bedford	Chubbuck, ID 83202

12. **INCORPORATOR:** The name and address of the incorporator is:

Troy Clinkscales, 680 Bedford Chubbuck, ID 83202

13. **DISSOLUTION:** Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, as provided in Sections 30-3-110 through 30-3-115 of the Idaho Nonprofit Corporation Act, its assets, if any, remaining after payment (or provision

for payment) of all liabilities of the corporation, shall be distributed or used exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, consistent with any specific designation placed on any such assets or funds.

DATED this 25 day of May, 2011

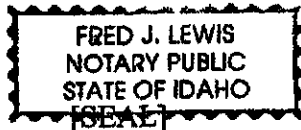


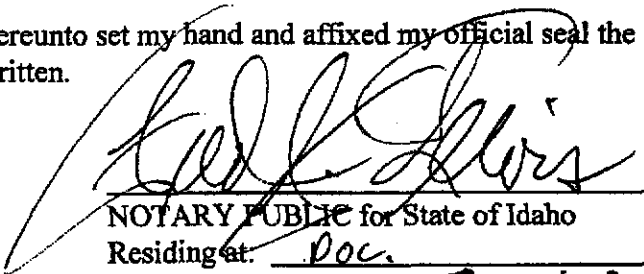
TROY CLINKSCALES

STATE OF IDAHO)
) ss.
County of Bannock)

On this 29 Day of May, 2011, before me, the undersigned a notary public in and for said state, personally appeared TROY CLINKSCALES, , known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




NOTARY PUBLIC for State of Idaho
Residing at: Doc.
My Commission Expires: 3-24-2014