

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
DON ROYSTER MEMORIAL FOUNDATION, INC.**

2006 NOV 20 AM 9:02

SECRETARY OF STATE

STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned, being
natural person of full age, citizen of the United States and resident of the State of Idaho
and being a member of the initial board of directors and members of this not for profit
Idaho corporation, do adopt these Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation to be used in all its dealings and
transactions is **Don Royster Memorial Foundation, Inc.**

ARTICLE II

NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of
Idaho. The corporation is not formed for pecuniary profit. No part of the income or
assets of the corporation is distributable to or for the benefit of its Board of Directors,
members or volunteers, except to the extent permissible under law and subject to
another restrictions herein contained.

ARTICLE III

DURATION

The corporation is to have perpetual existence.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

ARTICLES OF INCORPORATION OF DON ROYSTER MEMORIAL FOUNDATION, INC.

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IDAHO SECRETARY OF STATE

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The address of the corporation's initial registered office in the State of Idaho is 1017 "D" Street, Rupert, Idaho 83350. The name of the corporation's initial registered agent is Shanan Aston.

ARTICLE V

PURPOSES

The corporation is organized, and shall be operated exclusively for, the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations, except as herein limited.

B. Generally, it is the intent and purpose of this corporation, in remembrance of Don Royster, a dedicated, professional and inspiring musician, to encourage, support and maintain high standards of the performance of music and to that end to providing scholarships, assistance and means to train and educate musicians and teachers of music and to generally promote the appreciation and support of the musical arts.

ARTICLE VI

LIMITATIONS

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Board of Directors or volunteers, but 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 herein.

B. It is agreed and stated that, upon liquidation or otherwise, no net earnings, no uncommitted net funds or other assets of any kind may be distributed to any members or officers of the corporation; but, rather, shall be distributed to another non-profit corporation or other qualified non-profit entity having goals or purposes which the board of directors deems to be consistent with those of this corporation, which entity shall be qualified to operate under Section 501(c)(3) of the Internal Revenue Code.

C. This corporation is organized exclusively for charitable, educational and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

D. In addition to the operational requirements set forth herein, the Corporation shall be operated and administered in all respects and at all times in a manner such that the Corporation does not enter into any transaction or activity that is described in Section 4975(c) of the Code with (a) any Trustee, contributor or member, (b) any family member of any Trustee, contributor or member, (c) any trust established by or having as a beneficiary any Trustee, contributor or member, or (d) any legal entity controlled by, or under the common control of, any Trustee, contributor or member.

E. Upon 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 non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, historical, or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors who shall be elected (and may be removed) by the voting members. Said Board of Directors shall elect successor Directors. The name and address of each initial Board Member is as follows:

<u>Name</u>	<u>Address</u>
Shanan Aston	1017 "D" Street Rupert, Idaho 83350
Christine Hepworth	897 North 700 East Rupert, Idaho 83350
Annette Hansen	128 North River Island Road Rupert, Idaho 83350
Shelley Coats	126 East 4450 Lane South Rupert, Idaho 83350

A. Terms. The directors shall each serve a one term or until his or her successor is elected and takes office, as defined in the by-laws.

B. Indemnification. The Corporation shall indemnify each Trustee and each officer providing services to or acting on behalf of the Corporation in respect of any payment made or personal liability reasonably incurred by him or her (a) in the ordinary and proper conduct of the Corporation's business or (b) for the preservation of

the Corporation's business or property. The Corporation is not required to indemnify a Trustee, officer or Trustee Affiliate in respect of payments made or liability incurred by it if such payments or incurrences were made or incurred as a result of the recklessness or willful misconduct of the Trustee or officer seeking indemnification. Such indemnification shall include, but is not limited to, indemnification for the costs and expenses of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that the person to be indemnified is or was a Trustee or officer of the Corporation. If a Trustee or officer is entitled to indemnification with respect to a matter, the costs and expenses to be indemnified shall include, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

C. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection for any person who is or was a Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a manager, employee, consultant or agent of the Corporation, against any liability asserted against him or her and incurred in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him against such liability under the provision of this Article VII.

ARTICLE VIII

MEMBERS

There shall be no members of the corporation.

ARTICLE IX

OFFICERS

The officers of the corporation shall consist of such officers as the Board may designate or as may be provided for in the By-Laws.

ARTICLE X

BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XI

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Board of Directors are subject to this reservation. These Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

ARTICLE XII

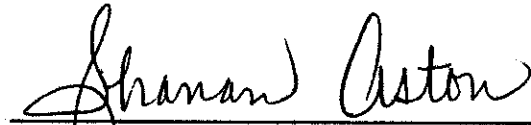
NONSTOCK BASIS

This corporation is organized on a nonstock basis. This corporation shall

not issue shares of stock.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

_____ day of November, 2006.



Shanan Aston
Incorporator