

FILED EFFECTIVE

ARTICLES OF INCORPORATION

07 FEB 20 PM 3:50

OF

SECRETARY OF STATE

BOISE VALLEY HORN CLUB, INC. STATE OF IDAHO

A NON-PROFIT CORPORATION

ARTICLE I - NAME

The name of the corporation shall be BOISE VALLEY HORN CLUB, INC., and its location shall be 5717 Becliff Ct., Boise, Idaho 83704.

ARTICLE II - DURATION

The duration period of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The business and purposes of this Corporation shall be for religious, civic or social purposes, which are to disseminate throughout the world by:

- (1) Establishing a group for horn playing in the Treasure Valley;
- (2) Engaging in any lawful enterprise for the purpose of playing the horn, music education in horn playing, and encouragement to new horn players, and all related enterprises;
- (3) Engaging in any and all acts permitted pursuant to Idaho Code §30-3-23(1).

This Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. 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 according to Article X to non-profit Corporations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - NON-STOCK, VOTING MEMBER CORPORATION

This Corporation shall have non-voting members who acknowledge Boise Valley Horn Club as their church home, subscribe to the Statement of Faith incorporated into the By-laws, and have entered into a covenant relationship with the Corporation. The Corporation shall issue no stock, and shall neither declare nor pay dividends.

IDAHO SECRETARY OF STATE
02/26/2007 05:00
CK: 4719 CT: 188913 BH: 1834500
1 38.00 = 38.00 INC NONP # 2

ARTICLE V - NUMBER OF DIRECTORS (BOARD OF DIRECTORS)

The Board of Directors shall be known as the "Board of Directors" and such Board shall have all the power and authority provided to a Board of Directors under the laws of the State of Idaho. Each Board Member shall be known as an "Elder". The initial number of Directors shall be no less than two (2) and the number shall be changed only by the appointment of new Directors or dismissal of a current Elder.

ARTICLE VI - BOARD OF DIRECTORS

The future Board of Directors shall be appointed by the initial Board of Directors of the Corporation, in the manner provided by the Bylaws of the Corporation. The term of office of each Elder shall be without limit.

The initial Board of Directors shall consist of the following individuals:

Max Bearden 5717 Becliffe Court Boise ID 83704	David Saunders 325 Old Saybrook Drive Boise ID 83706	Fred Hebert 2142 S. Ridgepoint Way Boise ID 83712
Steve Sherer 730 N. Main Street Meridian ID 83642	Jennifer Brink 1708 N 19th Street Boise ID 83702	

ARTICLE VII - CORPORATE OFFICERS

The general officers of the Corporation shall be President, secretary and treasurer.

The Board of Directors may provide for the appointment of such additional officers as they may deem necessary for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person, except that the offices of Secretary and Head Elder may not be held by the same person.

The Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Bylaws, or as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII - APPOINTMENT OF OFFICERS

The Officers of the Corporation shall be appointed annually by the Board of Directors, including Officers to carry on the functions normally assigned to the Presiding Director, secretary and treasurer.

ARTICLE IX - REGISTERED AGENT AND ADDRESS

The registered agent and address for service of process shall be:

Stephen T. Sherer
730 N. Main St.
P.O. Box 31
Meridian ID 83680

ARTICLE X - WINDING UP AND DISSOLUTION

Upon unanimous assent of the Directors of the Corporation, at a meeting of which all Directors have been provided thirty (30) days notice of an intention to dissolve the Corporation, the Corporation may be dissolved as provided in Idaho Code §§ 30-3-110 through 30-3-112. After payment of all legitimate claims against the Corporation and the expenses of winding up the Corporation, all remaining assets and property, both real and personal, of the Corporation shall either be sold at fair market value or turned over to some other non-profit Corporation with exempt [501(c)(3)] status and with like goals and objectives of this Corporation, as determined by the then-Directors of the Executive Committee. Proceeds from any sale of such assets and property shall also be turned over to such other non-profit Corporation.

ARTICLE XI - DIRECTORS' LIABILITY TO CORPORATION

The Directors of this Corporation shall not be personally liable to the Corporation or any third party for breach of any fiduciary duty owed to the Corporation, and the Corporation shall fully indemnify and hold harmless all Directors to the full extent permitted by I. C. §30-3-88 as such statute currently provides, and except for the following instances:

1. Breaches of the Director's duty of loyalty;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any transaction by which an Elder derived an improper personal benefit;
4. An Elder's assent to any distribution of the assets of the Corporation without providing for payment of all known debts, liabilities and obligations of the Corporation prior to dissolution or liquidation.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation shall only be amended upon legal notice and vote as required by Idaho Code §§ 30-3-89 through 30-3-99. No third party approval shall be required for creating any amendment to the Articles of Incorporation or Bylaws.

DATED this 20th day of February, 2007.



Stephen T. Sherer

Stephen T. Sherer, Incorporator