

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

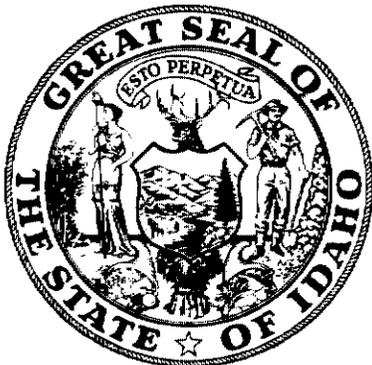
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

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 June 29, 1989.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Elizabeth M. Balala*  
Corporation Clerk

ARTICLES OF INCORPORATION RECEIVED  
OF SEC. OF STATE

'89 JUN 29 AM 8 32  
FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, IDAHO CODE Section 30-301, et. seq., hereby adopt the following Articles of Incorporation.

I. NAME

The name of the corporation shall be FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

II. PRINCIPAL OFFICE

The principal office of the corporation is located in care of the University of Idaho, Moscow, Idaho, 83843.

III. PURPOSES

The purposes for which the corporation is formed are:

1. To promote interest in the study of the arts, drama, and dance in particular; to advance knowledge and appreciation of dance, drama, and religious, classical, artistic, musical, literary and social tradition by theatrical and dance performances, or by other appropriate means; to provide and support facilities for education and instruction in the theatre and dance arts; and to support the development of the American theater, dance, and ballet so that their benefits may inure to the American people and the citizens of Idaho and Washington.

2. To do any and all lawful acts which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the corporation.

3. To enter into any and all lawful contracts and obligations essential or convenient to the transaction of the affairs of the corporation for any of the purposes thereof.

4. To expend monies received, collected, or earned by the corporation from all sources whatsoever for the payment and discharge of all costs, expenses, and obligations incurred by the corporation in carrying out any or all of the purposes for which the corporation is formed.

5. To acquire, hold, own, mortgage, dispose of and invest its funds in any real or personal property whatsoever as may be reasonably necessary for the purposes of carrying into effect one or more of the purposes of the corporation.

6. No substantial part of the activities of the corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

#### IV. PROFITS

The corporation shall be a nonprofit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid, and no part of any net earnings of the corporation shall be otherwise distributed, to its officers, directors or members or to any other private individual. No financial gain shall ever accrue to any member of the corporation, nor to any person or institution in the conduct of the business of the corporation, provided that the payment of reasonable compensation for services rendered shall be deemed an expense of the corporation and not a distribution of earnings. Any receipts of the corporation in excess of the ordinary expenses of the corporation shall inure to the benefit of the corporation and shall be applied by the directors thereof to any any all expenses incurred in carrying out any and all of the purposes herein set forth.

#### V. DIRECTORS

The control and management of the affairs of the corporation shall be vested in a Board of Directors. The number of directors shall be specified in the Bylaws. Successor directors may be elected by the then-existing directors. The names and addresses

of those selected to serve, beginning with the incorporation of the corporation, and until their successors shall be chosen are:

<u>Name:</u>	<u>Address:</u>
<u>Bob Baron</u>	<u>925 East B St., Moscow, ID 83843</u>
<u>Leslie Esselburn</u>	<u>1005 E. 8th, Moscow, ID 83843</u>
<u>Gerald Hazelbauer</u>	<u>N.E. 920 D St., Pullman, WA 99163</u>
<u>Jeffrey Helbling</u>	<u>609 N. Almon, #3005, Moscow, ID 83843</u>
<u>Donna Kendall</u>	<u>405 N. Howard, Moscow, ID 83843</u>
<u>Teri Lightfield</u>	<u>1052 Cayuse Dr., Moscow, ID 83843</u>
<u>John McCabe</u>	<u>849 Truman, Moscow, ID 83843</u>
<u>Melinda Melton</u>	<u>403 N. Adams, Moscow, ID 83843</u>
<u>Kathy Musick</u>	<u>110 N. Lilly, #301, Moscow, ID 83843</u>
<u>Belynda Pancheri</u>	<u>407 N. Monroe, Moscow, ID 83843</u>
<u>Lin Randall</u>	<u>N.E. 920 D St., Pullman, WA 99163</u>
<u>Pat Richey</u>	<u>P.O. Box 8789, Moscow, ID 83843</u>
<u>Sue Thomas</u>	<u>714 Ridge Road, Moscow, ID 83843</u>
<u>Bill Venosdel</u>	<u>2031 Mt. View Rd., Moscow, ID 83843</u>
<u>Valerie Warrick</u>	<u>1114 N. Almon, Moscow, ID 83843</u>
<u>Andy Warren</u>	<u>105 S. Main, Moscow, ID 83843</u>
<u>Barbara Wenders</u>	<u>2266 Westview Drive, Moscow, ID 83843</u>
<u>Mary Westberg</u>	<u>407 N. Polk, Moscow, ID 83843</u>
<u>Christy Williams</u>	<u>Box 8435, Moscow, ID 83843</u>
<u>Diane Walker</u>	<u>833 N. Cleveland, Moscow, ID 83843</u>

#### VI. MANAGEMENT

Management of the corporation shall be vested in the Board of Directors.

#### VII. DISTRIBUTION ON DISSOLUTION

No person shall possess any property right in or to the property or assets of the corporation. Upon the dissolution of the corporation, all assets not otherwise disposed of and not subject to any trust shall be distributed, in the sole discretion of the Board of Directors, to such charitable, religious, scientific, or educational organization or organizations qualifying under the provisions of Section 501(c)(3) of the

Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

#### VIII. BYLAWS

The Board of Directors shall forthwith adopt Bylaws for the management and operation of the corporation not inconsistent with these Articles of Incorporation.

#### IX. MEMBERSHIP

The conditions and qualifications of membership of the corporation, and the rights and privileges of members, and the members' liabilities for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation.

#### X. AMENDMENTS

These Articles of Incorporation may be amended only by vote or written consent of a majority of the members in good standing upon a resolution submitted by the Board of Directors.

#### XI. REGISTERED AGENT AND OFFICE

The initial registered agent and office of the corporation are James L. Westberg, Siebe, Landeck, Westberg & Judge, P.O. Box 9344, 414 S. Jefferson, Moscow, Idaho 83843.

#### XII. DURATION

The duration of the corporation shall be perpetual.

#### XIII. NON-LIABILITY

Neither the officers, directors, nor members shall be personally liable for corporate obligations.

IN WITNESS WHEREOF, we, the Incorporators of this Corporation, have set our hands and executed these Articles this 23rd day of June, 1989.

Leslie Eselburn  
LESLIE ESSELBURN  
Address: 1005 E. 8th  
Moscow, ID 83843

John P. McCabe  
John P. McCabe  
Address: 849 Truman  
Moscow, Idaho 83843

Robt. M. Zaron  
ROBT. M. ZARON  
Address: 925 E. B.  
Moscow, ID 83843

Mary Westberg  
MARY WESTBERG  
Address: 407 N. POLK  
Moscow, ID. 83843