

SERENATA CHAMBER ORCHESTRA, INC.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
(Effective October 2, 2012)**

Approved by vote of a majority of the voting members

ARTICLE 1: NAME OF THE CORPORATION

The name of the corporation is changed from Eagle Chamber Orchestra, Inc. to: SERENATA CHAMBER ORCHESTRA, INC.

ARTICLE 2: STATUS

Serenata Chamber Orchestra, Inc. (the "Corporation") is a nonprofit corporation intended to qualify as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States (the "Code").

ARTICLE 3: STATEMENT OF PURPOSE

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

The Corporation may receive gifts, bequests, and devises of property, both real and personal. The Corporation shall hold such property received and make distributions of income and principal in such amounts as the Board of Directors may determine, subject to the limitations set out below enumerating those rules, requirements, and restrictions.

Within the context set forth above, the Corporation sponsors a community string orchestra in the Treasure Valley area of Idaho, with a goal of musically enriching the lives of orchestra members through participation; the community at large through free concerts; and students through free concerts and spotlight performances.

ARTICLE 4: REGISTERED OFFICE

The location of the Corporation is the City of Meridian, County of Ada in the State of Idaho. The address of the registered office is 348 E. Anton Street, Meridian, Idaho 83646, and the name of the current registered agent at this address is Dianna Scofield.

ARTICLE 5: MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of

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the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE 6: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three (3). Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and mailing addresses of the persons constituting the current Board of Directors are:

Lea King	5352 N. Goldie Place, Boise, Idaho 83703
Dianna Scofield	348 E. Anton Street, Meridian, Idaho 83646
Karina J. Bean	3680 Maywood Drive, Boise, Idaho 83704

ARTICLE 7: MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership, and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE 8: MAILING ADDRESS

The mailing address of the Corporation shall be 3680 Maywood Drive, Boise, Idaho 83704.

ARTICLE 9: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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, operated exclusively for such purposes.

ARTICLE 10: INUREMENT OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, trustees, 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 Article 3 hereof.

ARTICLE 11: LEGISLATIVE OR POLITICAL ACTIVITIES

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.

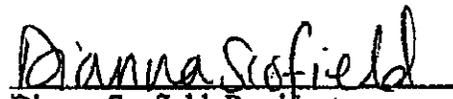
ARTICLE 12: OPERATIONAL LIMITATION

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 provision of any future United States Internal Revenue Law).

ARTICLE 13: BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Approved as amended this 02 day of October, 2012.


Dianna Scofield, President


Karina Bean, Secretary