



CERTIFICATE OF INCORPORATION  
OF

ELKHORN MUSIC FESTIVAL, 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 \_\_\_\_\_

ELKHORN MUSIC FESTIVAL, 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 May 13, 19 85.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

ELKHORN MUSIC FESTIVAL, INC.

The undersigned, acting as incorporators under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Elkhorn Music Festival, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purposes of the corporation and its powers are the following:

1. To have specifically, and exclusively, an educational, charitable and literary purpose for all its activities, and to have no purpose nor engage in any activity which would not be educational, charitable or literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

2. To develop and maintain a cultural program of quality designed to further the education of

professional musicians and to educate and entertain the general public by teaching and performing classical music.

3. To provide cultural education and entertainment for the general public by developing a summer music festival to be held at Elkhorn at Sun Valley, Idaho, in a relaxed and naturally beautiful atmosphere conducive to the performance and enjoyment of quality classical music.

4. To provide education for professional musicians and those who wish to become professional musicians by developing a course of instruction in classical music to be taught in conjunction with the Elkhorn Music Festival.

5. To support quality music education activities and programs for the general public, a purpose which is consistent with the emphasis of the music festival.

6. To promote a professional and attractive environment for the recruitment and retention of classical musicians in regional communities which are currently underserved.

7. To receive from any and all available sources, including the proceeds from grants, fees, donations, bequests and legacies, funds for and contributions to the development, maintenance and operation of the music festival and for any other purposes for which this corporation is formed.

8. All of the properties and assets of this corporation shall be, and are, irrevocably dedicated to educational, charitable and literary purposes and no part of the monies, properties or assets of this corporation, upon dissolution or otherwise, shall inure to the benefit of any private person or individual or any stockholders of the corporation, except as such stockholder may be a corporation organized and operated exclusively for educational, charitable, or literary purposes, and which is exempt from taxation, and particularly the federal income tax. No substantial part of the activities of the organization shall be 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 organization shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education or literary purposes and which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any of such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for the providing of such instructions under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court 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 and operated exclusively for such purposes.

10. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

## ARTICLE FIVE

### MEMBERSHIP

The corporation is organized without capital stock, and the rights and interests of all its members shall be equal. The qualifications for membership shall be as provided in the Bylaws.

## ARTICLE SIX

### LOCATION

The location and address of the initial registered office of the corporation is 106 Sunrise Circle, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Dr. Carl Eberl.

## ARTICLE SEVEN

### INCORPORATORS

The name and address of each incorporator is:

Dr. Carl Eberl	106 Sunrise Circle Idaho Falls, ID 83401
Julianne Eberl	106 Sunrise Circle Idaho Falls, ID 83401

## ARTICLE EIGHT

### BOARD OF DIRECTORS

The board of directors of the corporation shall consist of no fewer than three (3) and no more than five (5) members. A change in the number of directors shall be made only by amendment of these Articles. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the

first annual election of directors or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Dr. Carl Eberl	106 Sunrise Circle Idaho Falls, ID 83401
Julianne Eberl	106 Sunrise Circle Idaho Falls, ID 83401
Bill Short	P. O. Box 1067 Sun Valley, Idaho 83353


#### ARTICLE NINE

##### ELECTION OF BOARD OF DIRECTORS

The directors shall be elected at the annual meeting of the members of the corporation for terms of one (1) year and they shall hold office until their successors are duly elected and qualified.

IN WITNESS WHEREOF, we have hereunto set our hand and seals this 9th day of May, 1985.


  
Dr. Carl Eberl

  
Julianne Eberl

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville            )

ON THIS 9th day of May, 1985, before me, C. Timothy Hopkins, a Notary Public in and for said State, personally appeared Dr. Carl Eberl, known or identified 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.

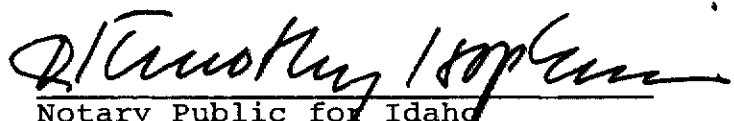
  
Notary Public for Idaho  
Residing at Idaho Falls  
My Commission Expires: 4/1/91

(SEAL)

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville            )

ON THIS 9th day of May, 1985, before me, C. Timothy Hopkins, a Notary Public in and for said State, personally appeared Julianne Eberl, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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 Idaho  
Residing at Idaho Falls  
My Commission Expires: 4/1/91

(SEAL)