

**ARTICLES OF INCORPORATION
OF
JAZZ IN THE CANYON, INC.**

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12/15/15 AM 8:36
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following Articles of Incorporation to the Idaho Secretary of State.

Article 1: The name of the corporation shall be: Jazz in the Canyon, Inc.

Article 2:

(a) The corporation shall be a non-profit corporation organized pursuant to the laws of the State of Idaho. It does not contemplate pecuniary gain or profit, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, directors or officers; provided, however, that this provision shall not be construed to prohibit payment of reasonable reimbursement for expenses actually incurred to foster and promote the purpose of the corporation. The purpose for which the corporation is organized is generally to promote and further music education of school students in the Magic Valley, Idaho area, of kindergarten through undergraduate college age. This purpose will be furthered by supplementing education programs of merit, including schools, academies, camps and other organizations and activities which provide musical training and education to students.

(b) The general purpose for which the corporation is formed is to operate exclusively for such educational purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article 3: The street address of the registered office is 675 Riverview Dr., Twin Falls, ID 83301. The registered agent at such address is Michael G. McBride.

Article 4: The affairs of the corporation shall be managed by a Board of Directors, which shall consist of no fewer than three (3) and no more than five (5) persons. The names and addresses of the initial directors are:

Michael G. McBride
Chris Scholes
Jeff Fox

675 Riverview Dr., Twin Falls, ID 83301
526 A Shoup Ave. W. Twin Falls, ID 83301
315 Falls Ave. Twin Falls, ID 83301

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Article 5: The name and address of the incorporator is: Michael G. McBride, 675 Riverview Dr. Twin Falls, ID 83301.

Article 6: The mailing address of the corporation shall be: P.O. Box 5096, Twin Falls, ID 83303.

Article 7: The corporation shall have voting members.

Article 8: The corporation shall have perpetual duration unless dissolved by two-thirds (2/3) majority vote of the members or by law.

Article 9: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member of this corporation, or to the benefit of any private individual except as disbursed to facilitate music education as provided herein.

Article 10: Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational purposes and which has established its tax exempt status under Sections 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article 11: The corporation acting through its members shall act as follows:

(a) Distribution of Income. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

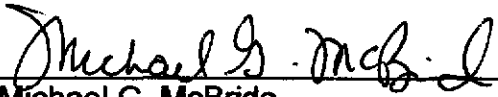
(b) Self-dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(c) Excess business holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

The undersigned, being the incorporator of this nonprofit, charitable corporation under the laws of the State of Idaho, has executed these Articles of Incorporation this 14 day of May, 2012.


Michael G. McBride