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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**MALAD VALLEY THEATER GUILD, INC.**  
**A Nonprofit Corporation**

We, the undersigned citizens of the United States and natural persons of the age of 18 years or more, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Idaho, acting as incorporators, do hereby certify and set forth the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the Corporation shall be MALAD VALLEY THEATER GUILD, INC.

**ARTICLE II - PLACE**

The place in this state where the principal office of the Corporation is to be located is Malad City, Idaho.

**ARTICLE III - DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV - PURPOSES**

The purposes of this Corporation are charitable and educational, to provide service and entertainment to the community, to foster an appreciation for theater arts, and to provide practical training in the theater, including, for such purposes, the making of distributions to

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IDAHO SECRETARY OF STATE

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organizations that qualify as exempt organizations under 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V – GOVERNANCE AND MANAGEMENT**

The Corporation shall be a membership corporation, governed and managed by a Board of Directors and by terms which shall be provided in the Bylaws of the Corporation.

#### **ARTICLE VI – ELECTION OF DIRECTORS**

Directors of the Corporation shall be elected in the manner provided in the Bylaws of the Corporation.

#### **ARTICLE VII – INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as the initial directors until the first meeting of the Corporation or until their successors are elected and qualified, in alphabetical order, are:

<u>Name</u>	<u>Street Address</u>	<u>City, State</u>	
E. Gene Caldwell	201 N. 70 E.	Malad City, Idaho	83252
Emily Jo Christiansen	553 N. 400 W.	Malad City, Idaho	
Brenda D. Daniels	2252 W. 1500 N.	Malad City, Idaho	
Michael J. Hess Jr.	775 W. Hillcrest Loop	Malad City, Idaho	
Tom F. Jenkins	400 S. Main	Malad City, Idaho	
Anita Jeppsen	196 N. 70 E.	Malad City, Idaho	
Jeff Richins	13 Bush Avenue	Malad City, Idaho	

## **ARTICLE VIII – REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation shall be:

Name:	Jeff Richins
Street Address	13 Bush Avenue
City:	Malad City
State:	Idaho 83252

## **ARTICLE IX - POWERS**

The Corporation shall have all of the powers and authority granted to corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof. No substantial part of the activities of the Corporation 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code,

or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE X – DISSOLUTION AND DISTRIBUTION**

In the event of the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No member, director, officer, shareholder, or individual shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intentment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

#### **ARTICLES XI – INCORPORATORS**


The names and addresses of all of the incorporators of the Corporation, in alphabetical order, are:

<u>Name</u>	<u>Street Address</u>	<u>City, State</u>
E. Gene Caldwell	201 N. 70 E.	Malad City, Idaho
Emily Jo Christiansen	553 N. 400 W.	Malad City, Idaho
Brenda D. Daniels	2252 W. 1500 N.	Malad City, Idaho
Michael J. Hess Jr.	775 W. Hillcrest Loop	Malad City, Idaho
Tom F. Jenkins	400 S. Main	Malad City, Idaho
Anita Jeppsen	196 N. 70 E.	Malad City, Idaho
Brian K. Jeppsen	196 N. 70 E.	Malad City, Idaho
Jeff Richins	13 Bush Avenue	Malad City, Idaho


83252

IN WITNESS WHEREOF, we, the incorporators, have hereunto subscribed our names,  
this 14th day of March, 2018.

  
E. GENE CALDWELL

  
EMILY JO CHRISTIANSEN

  
BRENDA D. DANIELS

  
MICHAEL J. HESS, JR.

  
TOM F. JENKINS

  
ANITA JEPSEN

  
BRIAN K. JEPSEN

  
JEFF RICHINS