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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

ARTSWEST, INC.

The undersigned, in order to form a nonprofit corporation under the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), hereby execute the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is ArtsWest, Inc.

ARTICLE 2. PERIOD OF DURATION

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSES

3.1 Purposes

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member, Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

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3.2.2 Distributions; Dissolution

No member, Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, exclusively for a purpose or purposes similar to those set forth in Section 3.1 hereof, or to such organization or organizations, as said court shall determine, that are organized and operated for similar purposes.

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except as may be permitted to Section 501(c)(3) organizations by the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to: (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in

Section 3.1 hereof, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value; and (b) to exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE 5. DIRECTORS

5.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

5.2 Initial Directors

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Directors are as follows:

Caleb Chung
3460 Plantation River Drive
Boise, Idaho 83703

John Baker
4409 Hillcrest Drive
Boise, Idaho 83716

Michelle Kresge
966 Steeple View Drive
Eagle, Idaho 83616

ARTICLE 6. NO MEMBERS

The corporation shall have no members.

ARTICLE 7. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Act (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the

corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 7 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Act is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by the Act, as so amended, without any requirement of further action by the corporation.

ARTICLE 8. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is 3415 Flint Drive, Eagle, Idaho 83616, and the name of its initial registered agent at such address is Caleb Chung.

ARTICLE 9. MAILING ADDRESS

The mailing address of the corporation is 3415 Flint Drive, Eagle, Idaho 83616.

ARTICLE 10. DISSOLUTION

Upon dissolution of the corporation, its assets will be distributed as provided in Section 3.2.2 above.

ARTICLE 11. AMENDMENT TO ARTICLES OF INCORPORATION


The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE 12. INCORPORATOR

The name and address of the incorporator of the corporation are as follows:

David P. McAnaney, Esq.
1101 W. River Street, Suite 100
Boise, Idaho 83702

DATED: July 2, 2009.



David P. McAnaney, Incorporator