

ARTICLES OF INCORPORATION

FILED EFFECTIVE

OF

MOSCOW ART THEATRE TOO, INC.

2012 DEC - 7 AM 9:11
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators pursuant to the Idaho Nonprofit Corporation Act Idaho Code Title 30 Chapter 3, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is MOSCOW ART THEATRE TOO, INC.

ARTICLE II: DURATION

The period of the duration of this Corporation is perpetual.

ARTICLE III: PURPOSES

The purposes for which this Corporation is formed are as follows:

- 3.1 The purpose of the corporation is to produce shows and to provide educational activities related to theater and to entertain and educate through theater.
- 3.2 To operate a non-profit theater company to provide entertainment and education to the general public
- 3.3 To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the Corporation is formed shall at all times be consistent with section 501(c)(3) of the Internal Revenue Code, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

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3.4 The Corporation is organized exclusively for charitable, religious and educational purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal revenue Code or the corresponding provisions of any future United States Revenue Law; or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law.

ARTICLE IV: POWERS

The Corporation shall exercise all powers granted by law to exempt corporations and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

ARTICLE V: REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be 613 N Hayes St., Moscow, ID 83843 and the name of the initial registered agent at such address is David Harlan. The preferred mailing address of the corporation is P.O. Box 8131, Moscow, Id 83843

ARTICLE VI: MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII: CAPITAL STOCK, DISTRIBUTION OF CORPORATE ASSETS AND LIABILITY OF DIRECTORS

7.1 The Corporation does not contemplate pecuniary gain or profit and there shall be no capital stock.

7.2 No part of the net earnings of the Corporation shall ever revert to the benefit any donor, director or officer of the Corporation or to any private individual. No donor, director or officer of this Corporation or any private individual shall be entitled to share in the distribution

of any of the corporate assets. This shall not prevent reasonable compensation for services rendered to the Corporation.

7.3 Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

7.4 The Directors shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VIII: BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The first Board of Directors shall consist of three (3) members, who shall serve until the organizational meeting of the Corporation and their successors are elected and qualified, unless they earlier resign or are removed. These directors are:

David Harlan 613 N Hayes St., Moscow, ID 83843

Kathleen Carroll de Gutes 8549 N Kellogg St., Portland, Or 97203

John Anderson 1008 Matson Rd., Viola, ID 83872

ARTICLE IX: BYLAWS

The Corporation, through action by its Board of Directors, shall have the power to adopt, amend or repeal the Bylaws which shall, from time to time, be adopted.

ARTICLE X: AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal these Articles of Incorporation by affirmative vote of two-thirds (2/3) of the Board of Directors at any regular business meeting, provided that special notice of any proposed amendments of change shall have been given to each director at least 30 days preceding such meeting. Such notice shall contain all of the proposed changes and set forth the time, date and place of the meeting. Notice may be waived by a unanimous vote of the members of the Board.

ARTICLE XI: INCORPORATORS

The names and address of the incorporators are:

David Harlan 613 N Hayes St., Moscow, ID 83843

Kathleen Carroll de Gutes 8549 N Kellogg St., Portland, Or 97203

John Anderson 1008 Matson Rd., Viola, ID 83872

Dated this 2 day of August, 2012.

David Harlap

Kathleen Carroll de Gutes

John Anderson