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ARTICLES OF INCORPORATION  
OF

RENAISSANCE ARTS CENTER, INC.

WE, the undersigned residents of the State of Idaho, being of full legal age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the Idaho Non-Profit Corporation Act of the State of Idaho.

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be RENAISSANCE ARTS CENTER, INC.

ARTICLE TWO

DURATION

The duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE

PURPOSE CLAUSE

The purpose of the corporation shall be to renovate and operate the old theater building in Rupert, Idaho, as a center for

culture and the performing arts.

The corporation shall be authorized to engage in all lawful activities permitted for non-profit corporations within the State of Idaho to achieve its corporate purposes, including, but not limited to the right to acquire, own and dispose of real and personal property and to employ agents to carry out its corporate purposes. The corporation is authorized to solicit and receive donations of money and property to enable it to fulfill its purposes. The corporation may use its assets to improve the theater property which is owned by the City of Rupert, even though the corporation will not receive financial benefits from such improvements.

#### ARTICLE FOUR

##### NONSTOCK CORPORATION

The corporation shall not have members, and it shall not issue stock.

#### ARTICLE FIVE

##### DIRECTORS

The corporation shall be governed by a Board of five (5) Directors. The names and addresses of the initial Directors are:

Pattie Hansen	1506 D Street Rupert, Idaho 83350
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Maria Young	300 A East 1600 North Rupert, Idaho 83350
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Earl Corless                      55 North Highway 24  
Rupert, Idaho 83350

Sharalee Clawson                120 North 14 East  
Rupert, Idaho 83350

Larry R. Duff                    211 Circle Drive  
Rupert, Idaho 83350

They shall serve until their successors are elected by the Board of Directors and confirmed by the Rupert City Council.

Directors must be adult residents of Cassia or Minidoka County. Their appointment of election shall not be effective until confirmed by the Rupert City Council. Terms of Directors shall be three (3) years. All terms of Directors shall expire on the first Wednesday of January, and terms of newly elected Directors shall begin on that day. The terms of members of the first Board shall be staggered, with the terms of the Directors determined by the unanimous consent of the Board or by lot. Thereafter each director elected shall serve for 3 years. Vacancies which arise because of death, resignation or disability of a Board member shall be filled by the Board of Directors and confirmed by the Rupert City council. The person approved to fill a vacancy shall serve until the term of the director, whom he or she replaces, shall expire.

If the Board fails to fill any position on the Board which is vacant for more than sixty (60) days, the Rupert City Council may fill the vacancy.

## ARTICLE SIX

### CONFIRMATION OF DIRECTORS

The names of Directors elected or appointed to succeed the initial Board of Directors shall be submitted to the Rupert City Council with a request that the election or appointment be confirmed within 30 days. If the Rupert City Council fails to act, the appointment shall be deemed to have been confirmed. If the Rupert City council rejects a Director who has been elected or appointed, the Board shall elect or appoint a new nominee whose name shall be submitted to the Rupert City Council for confirmation.

## ARTICLE SEVEN

### CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary and treasurer. The officers shall be elected by the Directors. They shall serve at the pleasure of the Directors, and they may be removed from office without cause.

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or

disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the members and the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his or her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as needed. Whenever the Board of Directors may order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such duties as shall from time to time be imposed or required by the Board of Directors, or as prescribed by the bylaws.

#### ARTICLE EIGHT

##### AMENDMENTS

These articles may be amended by the Directors in the manner provided by statute at the time of amendment. Amendments shall not be effective until ratified by the City Council of the City of Rupert.

#### ARTICLE NINE

##### MERGER OR DISSOLUTION

The Directors, by approval of two-thirds, may adopt articles of merger or dissolution. The merger or dissolution shall not be effective unless ratified by the Rupert City Council. Neither a merger or dissolution can be approved which would result in the transfer of net remaining assets of the corporation to a person or entity which would not qualify as a tax exempt or municipal corporation.

#### ARTICLE TEN

##### INCORPORATORS

The name and addresses of the persons forming this corporation are:

Larry R. Duff

211 Circle Drive  
Rupert, Idaho 83350

Pattie Hansen

1506 D Street  
Rupert, Idaho 83350

#### ARTICLE ELEVEN

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of its registered office in the State of Idaho is 707 F Street, City of Rupert, County of Minidoka, and the name of the initial registered agent at such address is Pattie Hansen. The mailing address is P.O. Box 594, Rupert, Idaho 83350.

#### ARTICLE TWELVE

##### NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of any donor, Director or individual. The balance, if any, of all money received by the corporation from its operations, after payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed as provided in Article Seventeen.

#### ARTICLE THIRTEEN

##### REASONABLE COMPENSATION FOR GOODS OR SERVICES

##### RENDERED TO CORPORATION

No part of the net earnings of the corporation shall

inure to the benefit of or be distributed to its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods or services rendered to or for the corporation in carrying out one or more of its purposes. No Director shall be allowed to vote on his or her own claim for compensation for goods or services provided to the corporation.

#### ARTICLE FOURTEEN

##### LIMITATION OF MEMBERS' LIABILITY

The private property of the Directors of this corporation shall not liable for its debts.

#### ARTICLE FIFTEEN

##### PROHIBITION AGAINST SPECIFIED ACTIVITIES

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 § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).



## ARTICLE SIXTEEN

### PROHIBITION AGAINST POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be devoted to 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.

## ARTICLE SEVENTEEN

### DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the corporation shall go and be distributed to such nonprofit charitable corporations, municipal corporations, as may be selected by the Board of Directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes set forth below. In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to Directors or donors, either for the reimbursement of any sums subscribed, donated, or contributed by such Directors or donors, or for any other such purpose. In the event of merger or

dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, the property and assets then owned by the corporation shall be distributed to a non-profit charitable or municipal corporation which qualifies for tax exemption under the Federal Revenue Code and which will promote the arts and culture in the Mini-Cassia area.

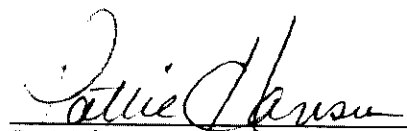
#### ARTICLE EIGHTEEN

##### BYLAWS

The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The bylaws may be amended by the Directors, but amendments shall not be effective until ratified by the City Council of the City of Rupert, Idaho.

IN WITNESS WHEREOF, the incorporators hereto have set their hands this 10<sup>th</sup> day of April, 2000.

  
Larry R. Duff

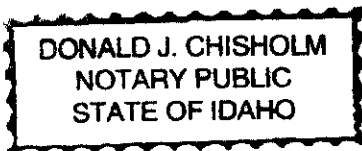
  
Pattie Hansen

STATE OF IDAHO            )  
                                  ) ss.  
County of Minidoka    )

On this 10<sup>th</sup> day of April, in the year of 2000, before me the undersigned notary public in and for said state, personally appeared LARRY R. DUFF, 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 first above written.

(SEAL)

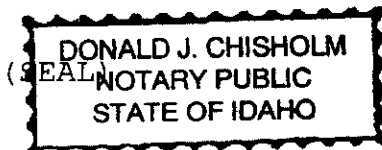


Donald J. Chisholm  
Notary Public  
Residing at Rupert  
My Commission expires 2-14-2001

STATE OF IDAHO            )  
                                  ) ss.  
County of Minidoka    )

On this 10<sup>th</sup> day of April, in the year of 2000, before me the undersigned notary public in and for said state, personally appeared PATTIE HANSEN, 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 first above written.



Donald J. Chisholm  
Notary Public  
Residing at Rupert  
My Commission expires 2-14-2001