

**ARTICLES OF INCORPORATION  
OF  
RISE UP AND SING, INC.  
(A Nonprofit Corporation)**

**FILED EFFECTIVE  
2015 SEP 11 AM 8:49  
SECRETARY OF STATE  
STATE OF IDAHO**

I, the undersigned, acting as incorporator(s) of a nonprofit corporation under the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation for this Nonprofit Corporation:

**ARTICLE I**

The name of this nonprofit corporation shall be RISE UP AND SING, INC.

**ARTICLE II**

The period of existence and duration of the life of this nonprofit corporation shall be perpetual.

**ARTICLE III**

The address of the initial registered agent of this nonprofit corporation is 981 N 800 E, Rupert, Idaho, 83350, and the name of the initial registered agent at such address is Leslie Crafton.

**ARTICLE IV**

The purpose of this nonprofit corporation shall include, but not be limited to soliciting and/or receiving gifts, bequests, and devises otherwise, monies and property, real and personal, of whatsoever kind or nature, to be held, managed, and used exclusively for the benefit of RISE UP AND SING, INC., its various camps, programs and services, and any other purpose authorized for nonprofit corporations by the Idaho Code. This nonprofit corporation is organized exclusively for charitable and performance arts educational purposes.

**ARTICLE V**

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized

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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 this nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this nonprofit 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. Notwithstanding the other provisions of these Articles, this nonprofit 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 provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VI**

Upon the dissolution of this nonprofit corporation, the Board of Trustees shall after paying or making the provision for the payment of all the liabilities of this nonprofit corporation, dispose of all the assets of this nonprofit corporation exclusively for the purpose of this nonprofit corporation in such a matter, or in such organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

#### **ARTICLE VII**

Without limiting the general powers granted to the nonprofit corporation by Idaho law the corporation shall have the following specific powers:

1. To administer any gifts, devises or like in accordance with the directions of

various donors and testators and within the authority of this corporation.

2. To receive, when deemed useful, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, and improve real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchise, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribed for or otherwise acquire, or otherwise dispose of and otherwise use and deal in and with, shares or other interest in or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district of municipality or of any instrumentality thereof.

3. To serve as agent for RISE UP AND SING, INC. in the management and investment of property of any and all kinds heretofore acquired by said RISE UP AND SING, INC.

4. To determine, unless otherwise specifically provided for in the gift documents, by a vote of two-thirds of the members of the corporation (1) that the purposes of any gift, devise or the like have become unnecessary, undesirable, Impractical, impracticable or impossible of fulfillment, or (2) that any beneficiary to which the income or principle of any gift shall be provided to be paid shall have become non-existent or shall have ceased its activities, or (3) that, for any reason, the applications provided by the said donor or testator shall have become impossible, impractical, unnecessary or undesirable, and thereupon to apply the gift or devise to the general purposes of the corporation as hereinabove set forth.

5. To receive grants from government or other sources and to disburse such grants for the support of musical and the performing arts activities.

6. To have and exercise all powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Idaho, subject to the provisions of these Articles and By-Laws duly and regularly adopted.

7. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

8. To defend any lawsuit filed against the corporation, and to initiate and carry on any legal suits necessary for the benefit of the corporation.

### **ARTICLE VIII**

The Board of Directors of the RISE UP AND SING, INC. shall consist of no less than three (3) and no more than twenty (20) persons including the following:

The initial Board of Directors and their addresses, until their successors are duly elected and qualified, shall be:

- a. Leslie Crafton, 981 N 800 E, Rupert, Idaho 83350
- b. Lori Wilson, 917 I Street, Rupert, Idaho 83350
- c. Annette Hansen, 128 N River Island Road, Rupert, Idaho 83350

### **ARTICLE IX**

The affairs of the corporation shall be managed by the Board of Directors. The initial Board of Directors shall serve until the first meeting of the Board of Directors at which time By-Laws of the corporation shall be adopted. Successor directors shall be elected by a majority vote of a quorum of the Board. The number, terms, and manner of election of the successor directors shall be provided in the By-Laws of the corporation subject to these Articles of Incorporation.

1. Termination of board membership other than expiration of a regular term, resignation, or death, shall be by an expulsion vote of a two-thirds majority of the

remaining members.

2. Vacancies other than by expiration of the regular term of office, shall be filled or left vacant by an affirmative vote of a majority of a quorum of the Board of Directors as soon as possible after such termination of a membership and not later than the next regular meeting of the Board of Directors.

3. One half of said Board of Directors shall constitute a quorum, and a majority of any such quorum at a meeting duly convened shall have the power to act, except as in these Articles otherwise specifically provided. Action of any kind may be taken, without a meeting, by writing, setting forth the action, signed by all of the members. Each member shall be entitled to one (1) vote and shall have the right to vote on all matters.

4. In managing the affairs of the corporation, the Board of Directors may delegate to officers and committees powers as may be provided in the By-Laws.

## **ARTICLE X**

The annual meeting of the Corporation shall be at such place, at such time as the President of RISE UP AND SING, INC may notice; provided, however, that such annual meeting shall be held not less than eight (8) nor more than sixteen (16) months from the time of the preceding annual meeting and, provided further, that the Board of Trustees or not less than two (2) members may notice the annual meeting or any special meeting.

## **ARTICLE XI**

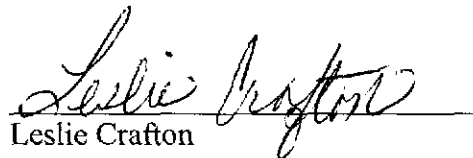
The name and address of the incorporator and initial member is:

Leslie Crafton  
981 N 800 E  
Rupert, Idaho 83350

**ARTICLE XII**

The Directors of this nonprofit corporation shall not be personally liable for the debts liabilities or obligations of this nonprofit corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9 day of September, 2015.

  
Leslie Crafton

IDAHO SECRETARY OF STATE  
09/11/2015 05:00  
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