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**SECRET
STATE OF IDAHO**

**ARTICLES OF INCORPORATION
OF
BOISE PHILHARMONIC FOUNDATION, INC.**

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The undersigned, acting as Incorporator of a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, signs, verifies and submits the following Articles of Incorporation.

**ARTICLE 1
NAME**

The name of the corporation shall be **BOISE PHILHARMONIC FOUNDATION, INC.** (hereinafter referred to as the "Corporation").

**ARTICLE 2
DURATION**

The Corporation shall have perpetual existence.

IDAHO SECRETARY OF STATE

**12/29/2000 09:00
CK: 5130 CT: 44531 BH: 369689**

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**ARTICLE 3
PURPOSES AND POWERS**

3.1 PURPOSES. The Corporation is organized exclusively for the benefit of the Boise

carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Idaho Nonprofit Corporation Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

3.3 LIMITED POWER OF SUBSTITUTION. In the event the Boise Philharmonic Association, Inc. shall cease to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") or shall dissolve, then the Corporation shall be authorized to receive all forms of bequests, insurance proceeds, endowments and any and all other gifts and grants as the Board of Directors deems appropriate, and further to serve as a fundraising vehicle for and shall make distributions to such other publicly supported organization or organizations described in Sections 509(a)(1) or (2) of the Code and qualifying under Section 501(c)(3) of the Code.

ARTICLE 4 LIMITATIONS

4.1 DISQUALIFIED PERSONS. The Corporation may not be controlled directly or indirectly by one or more disqualified persons, as defined in Section 4946 of the Code, other than foundation managers and other than an organization described in Section 509(a)(1) or (2) of the Code.

4.2 EXEMPT STATUS. All of the purposes and powers of the Corporation shall be carried out and exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code.

4.3 POLITICAL ACTIVITIES. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. 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.

in the value of any contributions or gifts to the Corporation, and principal shall be limited to the original value of any contribution or gift.

4.6 TERMINATION. Upon the winding up and dissolution of the Corporation, all assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Code and used exclusively to accomplish the purposes for which this Corporation is organized.

4.7 PROHIBITED ACTIVITIES. 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 5 MEMBERS

The Corporation shall have no members.

ARTICLE 6 DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Idaho Nonprofit Corporation Act, these Articles of Incorporation or the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation shall be not more than thirty (30), nor less than three (3) directors. The powers, duties, number, qualifications, terms of office, manner of election and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation. At all times, not less than one-third ($\frac{1}{3}$), but not more than one-half ($\frac{1}{2}$), of the Board of Directors shall consist of persons who are also members of the Board of Directors of the Boise Philharmonic Association, Inc., and not less than one-half of the Board of Directors shall consist of individuals who are not members of the Boise Philharmonic Association, Inc.

ARTICLE 7
DIRECTOR LIABILITY LIMITATIONS

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, or where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 8
INDEMNIFICATION

8.1 RIGHT TO INDEMNIFICATION. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified by the Corporation.

such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 8.1 or otherwise.

8.2 RIGHT OF CLAIMANT TO BRING SUIT. If a claim for which indemnification is required under Section 8.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

8.3 NONEXCLUSIVITY OF RIGHTS. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Idaho Nonprofit Corporation Act, as applied to nonprofit corporations, or otherwise.

8.6 LIMITATIONS ON INDEMNIFICATION. Notwithstanding any other provision of this Article, the Corporation shall only indemnify any of its officers, directors, employees and agents to the extent such indemnification does not constitute an act of "self-dealing" under Section 4941 of the Code and any Treasury Regulation interpreting Section 4941 of the Code.

ARTICLE 9 BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Corporation. The Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or these Articles of Incorporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

ARTICLE 10 INCORPORATOR

The name and address of the incorporator of the Corporation is:

AMBER R. MYRICK
D. JOHN THORNTON & ASSOCIATES, P.A.
1101 W. RIVER STREET, SUITE 340
BOISE, IDAHO 83702

**ARTICLE 12
AMENDMENTS**

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation.

DATED: December 29, 2000.

Amber R. Myrick
AMBER R. MYRICK, INCORPORATOR