

**ARTICLES OF INCORPORATION
OF
KENWORTHY PERFORMING ARTS CENTRE, INC.**

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is Kenworthy Performing Arts Centre, Inc.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The purposes of the corporation are to own, lease, develop, plan, promote, operate, maintain, administer and/or manage the Kenworthy Performing Arts Centre, to provide residents and visitors of Moscow and the Palouse with a quality venue for performing arts, film and other engagements, to restore and preserve the historic Kenworthy Theatre, to carry forward the Kenworthy family tradition of quality family entertainment and for the transaction of any lawful activity that may be carried on by a corporation formed under the Idaho Nonprofit Corporation Act.

The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) and Section 170(e)3 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the

corporation shall be carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws, or (c) by a corporation contributions to which are deductible under Section 170(e)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

ARTICLE IV

The corporation shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

ARTICLE V

The names and addresses of the persons who are to serve as the initial directors of the corporation are:

1. Shelley L. Bennett, 2279 Moser Court, Moscow, ID 83843
2. Andriette Boersema-Pieron, 714 Hathaway, Moscow, ID 83843
3. Donna Kendall, 220 North Van Buren, Moscow, ID 83843
4. Bethine Kenworthy, P.O. Box 8308, Moscow, ID 83843

5. Ron J. Landeck, 414 S. Jefferson, Moscow, ID 83843
6. Ivar Nelson, 704 East First Street, Moscow, ID 83843
7. Jerry L. Schutz, 520 Empire Lane #5, Moscow, ID 83843
8. B.J. Swanson, 1121 Lamb Road, Troy, ID 83871
9. Jo Ann Trail, 1375 Mountain View Road, Moscow, ID 83843

Directors, other than the initial directors, shall be appointed or designated as provided in the bylaws of the corporation.

ARTICLE VI

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to Moscow Community Theatre, Inc. an Idaho corporation, or its successor non-profit corporation in Moscow, Idaho, if that organization is, at the time of such distribution, an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws. If that organization is not then in existence, or is not then an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future tax laws, the remaining assets of the corporation shall be distributed to such other organization or organizations that are then described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws, as the board of directors shall determine.

ARTICLE VII

No director or officer of the corporation shall have any liability to the corporation or any person for any action taken or not taken as a director, if the director or officer, as the case

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may be, acted in compliance with the Idaho Nonprofit Corporation Act.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.


ARTICLE IX

The address of the corporation's initial registered office is 414 South Jefferson Street, Moscow, ID 83843. The name of its initial registered agent at that location is Landeck, Westberg, Judge & Graham, P.A., an Idaho corporation.

ARTICLE X

The name and address of the incorporator is Ronald J. Landeck, 414 South Jefferson, Moscow, ID 83843.

DATED: December 21, 1999.



Ronald J. Landeck
Incorporator