



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

Classical Guitar Guild of Sandpoint, Inc.

was filed in the office of the Secretary of State on the **4th** day
of **October** A. D. One Thousand Nine Hundred **Seventy-seven** and
will be / is duly recorded on ~~Film-No.~~ *microfilm* of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual*
existence from the date hereof, with its registered office in this State located at
Sandpoint, Idaho in the County of **Bonner**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooper-
ative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **4th** day of **October**
A.D., 19 **77**.

Secretary of State.

RECEIVED

ARTICLES OF INCORPORATION
17 SEP 12 AM 10:01
OF

CLASSICAL GUITAR GUILD OF SANDPOINT, INC.
SECRETARY OF STATE

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, THAT WE, THE UNDERSIGNED, HAVE VOLUNTARILY JOINED TOGETHER AND DO HEREBY AND BY THESE ARTICLES OF INCORPORATION, UNITE AND ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A NON-PROFIT CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, SECTION 30-117A, IDAHO CODE, FOR THE PURPOSES HEREINAFTER STATED:

THE NAME OF THIS CORPORATION SHALL BE CLASSICAL GUITAR GUILD OF SANDPOINT, INC.

II

THE TERM FOR WHICH THIS CORPORATION SHALL EXIST SHALL BE PERPETUAL.

III

THE LOCATION AND POST OFFICE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE SANDPOINT, BONNER COUNTY, IDAHO.

IV

THE OBJECTS AND PURPOSES FOR WHICH THIS CORPORATION IS FORMED SHALL BE AND ARE EXCLUSIVELY FOR THE PROMOTING OF SOCIAL WELFARE AND ITS RESOURCES SHALL BE DEVOTED EXCLUSIVELY TO CHARITABLE, EDUCATIONAL, AND RECREATIONAL PURPOSES AS THOSE TERMS ARE USED IN SECTION 501 (C) (4), INTERNAL REVENUE CODE OF 1954, SUCH OBJECTS AND PURPOSES BEING:

- (1) TO DEVELOP, ESTABLISH, AND MAINTAIN A PROGRAM OF EDUCATIONAL SERVICES IN THE FIELD OF FINE ARTS IN THE STATE OF IDAHO.
- (2) TO ENCOURAGE RELATIONSHIPS BETWEEN MUSICIANS AND OTHER MEMBERS OF THE COMMUNITY.
- (3) TO DEVELOP, ESTABLISH, AND MAINTAIN PROGRAMS TO ASSIST MUSICIANS IN MAKING A SUCCESSFUL CONTRIBUTION TO SOCIETY, INCLUDING SUCH PROGRAMS AS JOB PROCUREMENT, JOB PLACEMENT, TECHNICAL ASSISTANCE, AND OTHER SUPPORTIVE SERVICES.
- (4) TO COOPERATE WITH RECOGNIZED ORGANIZATIONS FOR THE FURTHERANCE OF THE PURPOSES OF THIS CORPORATION AND TO RECEIVE, PREPARE, AND DISSEMINATE TO MEMBERS AND OTHERS INFORMATION REGARDING THE PROGRAM.
- (5) TO UNDERTAKE SUCH OTHER ACTIVITIES AS MAY ASSIST MUSICIANS IN MAKING A SUCCESSFUL CONTRIBUTION IN SOCIETY, SUCH AS PROMOTING INTEREST AMONG THE PUBLIC IN MUSIC IN GENERAL, AND THE GUITAR IN PARTICULAR.
- (6) TO HOLD TITLE, LEGAL OR EQUITABLE, TO PROPERTY OF ANY NATURE IN TRUST FOR ITSELF OR FOR THE CARRYING OUT OF ANY PURPOSE INCIDENTAL TO ITS POWERS.
- (7) TO SOLICIT, RECEIVE, AND EXPEND THE FEES, DONATIONS, BEQUESTS, AND BEGACIES FOR ANY PURPOSE FOR WHICH THIS CORPORATION IS FORMED.

(8) TO ENTER INTO SUCH CONTRACTS AND OBLIGATIONS AS ARE CONSISTENT WITH ITS OBJECTS AND PURPOSES, BUT THE PRIVATE PROPERTY OF THE OFFICERS, DIRECTORS AND MEMBERS OF THE CORPORATION WILL BE EXEMPT FROM THE DEPTS OF THE CORPORATION. EACH OFFICER, DIRECTOR, OR MEMBER SHALL BE COLLECTIVELY LIABLE FOR ANY DEBTS OR LIABILITIES OF THE CORPORATION.

(9) IT IS INTENDED THAT THIS CORPORATION QUALIFY AS AN ORGANIZATION OPERATED EXCLUSIVELY FOR PROMOTION OF SOCIAL WELFARE AND THAT ITS RESOURCES BE DEVOTED EXCLUSIVELY TO CHARITABLE, EDUCATIONAL, OR RECREATIONAL PURPOSES AND EXEMPT FROM TAXATION AND PARTICULARLY FEDERAL INCOME TAXATION UNDER SECTION 501 (C) OF THE INTERNAL REVENUE CODE OF 1954.

(10) ALL OF THE PROPERTIES AND ASSETS OF THE CORPORATION SHALL BE AND ARE IRREVOCABLY DEDICATED TO CHARITABLE, EDUCATIONAL, AND RECREATIONAL PURPOSES AND NO PART OF THE MONIES, PROPERTIES, OR ASSETS OF THIS CORPORATION, UPON DISSOLUTION OR OTHERWISE, SHALL INURE TO THE BENEFIT OF ANY PRIVATE PERSON OR INDIVIDUAL OR ANY MEMBER OF THIS CORPORATION ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL OR RECREATIONAL PURPOSES AND WHICH IS EXEMPT FROM TAXATION, AND PARTICULARLY THE FEDERAL INCOME TAX. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE ORGANIZATION SHALL BE 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) OF ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

NOT WITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (4) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) OR BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (c) (2) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).

(11) UPON DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL OF THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL OR RECREATIONAL PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501 (c) (4) OF THE INTERNAL REVENUE CODE, AS THE BOARD OF TRUSTEES SHALL DETERMINE. ANY OF SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE DISTRICT COURT OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN BASED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

(12) IT IS THE INTENTION OF THE INCORPORATORS HEREOF THAT THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS SHALL NOT BE CONSTRUED TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION, BUT SAID CORPORATION SHALL HAVE THE POWER TO DO ALL AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT, OR PROPER FOR THE ACCOMPLISHMENT OF ITS PURPOSES, FOR THE ATTAINMENT OF ANY ONE OR MORE OF ITS OBJECTS HEREINABOVE ENUMERATED, OR INCIDENTAL TO THE PURPOSES AND OBJECTS HEREINFTER NAMED, AND WHICH ARE PERMITTED UNDER THE LAWS OF THE STATE OF IDAHO UNDER WHICH THIS CORPORATION IS ORGANIZED; TO THE SAME EXTENT AND AS FULLY AS A NATURAL PERSON MIGHT OR COULD DO; PROVIDED THAT THIS CORPORATION SHALL NOT HAVE THE POWER TO CONDUCT AND SHALL NOT CONDUCT ACTIVITIES NOT IN FURTHERANCE OF CHARITABLE, EDUCATIONAL, OR RECREATIONAL PURPOSES AS THOSE TERMS ARE USED IN SECTION 501 (c)(4), INTERNAL REVENUE CODE, 1954.

V

THE GOVERNING BODY OF THIS CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS OF NOT LESS THAN THREE (3) PERSONS, THE EXACT NUMBER OF PERSONS TO SERVE ON SUCH BOARD TO BE SPECIFIED IN THE BYLAWS.

VI

THE BOARD OF DIRECTORS OF THIS CORPORATION MAY MEET AND TRANSACT THE BUSINESS HEREOF EITHER AT THE PRINCIPAL PLACE OF BUSINESS HEREIN DESIGNATED, OR AT SUCH OTHER PLACE AS MAY BE DESIGNATED BY RESOLUTION OF THE BOARD OF DIRECTORS.

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VII

THE BYLAWS OF THIS CORPORATION MAY BE REPEALED, AMENDED, ALTERED, OR NEW BYLAWS ADOPTED AT ANY ANNUAL MEETING, OR AT ANY SPECIAL MEETING OF MEMBERS CALLED FOR THAT PURPOSE, BY A VOTE REPRESENTING NOT LESS THAN THE MAJORITY OF THE MEMBERS, OR BY A WRITTEN CONSENT, DULY ACKNOWLEDGED IN THE SAME MANNER AS CONVEYANCES OF REAL PROPERTY ARE REQUIRED TO BE ACKNOWLEDGED, OF A MAJORITY OF THE MEMBERS, WHICH WRITTEN CONSENT MAY BE IN MORE THAN ONE INSTRUMENT. FURTHERMORE, THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL HAVE THE POWER TO REPEAL, AMEND AND ALTER THE BYLAWS OF THE CORPORATION, AND TO ADOPT NEW BYLAWS, BY VOTE OF NOT LESS THAN A MAJORITY OF THE MEMBERS OF SAID BOARD OF DIRECTORS; PROVIDED, THAT THE BOARD OF DIRECTORS SHALL NOT MAKE OR ALTER ANY BYLAWS FIXING THE QUALIFICATIONS, CLASSIFICATION, TERM OF OFFICE OR COMPENSATION OF THE MEMBERS OF SUCH BOARD.

VIII

THIS CORPORATION SHALL BE ORGANIZED WITHOUT CAPITAL STOCK, BUT WITH MEMBERSHIP CERTIFICATES IN SUCH FORM AS MAY BE ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS. MEMBERSHIP IN THE CORPORATION SHALL NOT ENTITLE A PERSON TO ANY INTEREST WHATSOEVER IN THE ASSETS OF THE CORPORATION, IN MEETINGS OF THE MEMBERS LEGALLY CALLED AND HELD WITHIN THE PERIOD COVERED BY THE MEMBERSHIP. THE RIGHTS OF ALL MEMBERS SHALL BE EQUAL,

AND NO MEMBER CAN HAVE OR ACQUIRE A GREATER INTEREST HEREIN THAN THAT
OF ANY OTHER MEMBER. MEMBERSHIP IN THE CORPORATION SHALL BE RENEWED
AS PROVIDED IN THE BYLAWS AND MEMBERSHIP CERTIFICATES CANNOT BE ASSIGNED
EXCEPT AS PROVIDED IN THE BYLAWS.

IX

FEES FOR ADMISSION, ASSESSMENTS OR DUES TO CARRY ON THE BUSINESS
OF THE CORPORATION AND REIMBURSEMENTS FOR SERVICES RENDERED AND EXPENSES
INCURRED BY THE CORPORATION FOR ITS MEMBERS, THE TIME OF PAYMENT AND
MANNER OF COLLECTING AMOUNTS DUE AND FOR FORFEITURE OF THE INTEREST OF A
MEMBER IN THE CORPORATION FOR NON-PAYMENT THEREOF SHALL BE PROVIDED IN THE
BYLAWS OF THE CORPORATION.

X

THE ADDRESS FOR THE CORPORATION IS P.O. BOX 1282 SANDPOINT, ID. SANDPOINT.
MEETINGS ARE HELD AT THE LOWER LEVEL OF GUNNING'S ALLEY BLDG., SANDPOINT.

THE NAMES AND ADDRESSES OF THE INCORPORATORS HEREOF ARE AS FOLLOWS:

GINNY EGERS	Post Falls, Idaho	Rt 2, Box 367
LEON F. ATKINSON	Sandpoint, Idaho	P.O. Box 1282
DONALD C. BAKER	Sandpoint, Idaho	P.O. Box 756
EDNA A. GERKE	Coeur d'Alene, Idaho	P.O. Box 632, Coeur d'Alene
CASEY CARLISLE	Post Falls, Idaho	706 E. 8th St.

IN WITNESS WHEREOF THE INCORPORATORS HAVE HEREUNTO SET THEIR
HANDS AND SEALS AS OF THIS 31 DAY OF AUGUST, 1977.

Ginny Egers
Leon F. Atkinson
Donald C. Baker

STATE OF IDAHO :

SS

COUNTY OF Kootenai :

ON THIS 31 DAY OF Aug. 1977, BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC,
PERSONALLY APPEARED GINNY EGERS, LEON F. ATKINSON, AND DONALD C. BAKER,
KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE WITHIN
INSTRUMENT, AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME.
SUBSCRIBED AND SWORN TO BEFORE ME THIS 31 DAY OF Aug. 1977.

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Deanne Hayfield
NOTARY PUBLIC FOR IDAHO
COMM. EXP. 2/6/81
RESIDING AT Hayden Lake, Idaho

THE FOLLOWING NAMES ARE THE SIGNATURES OF TWO ADDITIONAL INCORPORATORS,
CONTINUED FROM THE PREVIOUS PAGE.

Leona Gerke LEONA GERKE
W. Casey Carlisle W. CASEY CARLISLE

STATE OF IDAHO :

COUNTY OF KOOTENAI :

ON THIS 3rd DAY OF SEPTEMBER, 1977, BEFORE ME, THE UNDERSIGNED
NOTARY PUBLIC, PERSONALLY APPEARED LEONA GERKE AND CASEY CARLISLE,
KNOWN TO ME TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE WITHIN INSTRUMENT
AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME.

SUBSCRIBED AND SWORN TO BEFORE ME THIS 30th DAY OF SEPT., 1977.

Diane Hatfield
NOTARY PUBLIC FOR IDAHO

RESIDING AT Hayden Lake, Idaho

MY COMMISSION EXPIRES 2/6/81