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OFFICE OF THE
SECRETARY OF STATE

The Friends of the Priest River Theater, Inc. have adopted the following amended and restated articles of organization given below by a unanimous vote on June 4, 2001. The number of directors entitled to vote, was 6; and the number of directors that voted for each amendment was 6.

Article 2: The purpose for which the corporation is organized is to restore and maintain the old Rex Theater in the Beardmore Building for the benefit of the greater Priest River community and to provide support for programs in education and the arts for all ages and to carry out all activities and do all things necessary to accomplish the foregoing.

Article 3: The street address of the registered office is: 1027 Old Priest River Road, Priest River, ID 83856 and the registered agent at such address is John Linch.

Article 4: Pursuant to Code 30-1-802 (3) the board of directors shall consist of no fewer than three (3) nor more than twelve (12) directors, the names and addresses of whom are as follows: John Linch, 1027 Old Priest River Road, Priest River, ID 83856; Sue Malletta, P.O. Box 2363, Priest River, ID 83856; Joanne Hirabayashi, 316 Bead Lake Road, Priest River, ID 83856.

Article 5: The name and address of the incorporator(s): Same as above and to include: Nancy White, 207 White Pine Way, Priest River, ID 83856; and Lindsay M. Gardner, HCR 6, Box 22B, Priest River, ID 83856; and B.C. Turner and Nancy A. Turner, P.O. Box 712, Priest River, ID 83856.

Article 6: The mailing address of the corporation shall be: Friends of the Priest River Theater, Box 1388, Priest River, ID 83856

Article 8: The property of this corporation shall be irrevocably dedicated to educational or charitable purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit corporation, fund or foundation which is organized and operated exclusively for education or other charitable purposes and which has established its tax-exempt status under Secion 501 (c) (3) of the Internal Revenue Code and which meets the requirements of the nonprofit code of the State of Idaho.

Article 9: This corporation shall be a nonprofit corporation organized under the nonprofit corporation law of the State of Idaho for educational other charitable purposes. The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Idaho, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

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Article 10: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 9 above.

Article 11: No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code as amended (or the corresponding provision of any future United States Internal Revenue Law,) or to a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code as amended (or the corresponding provision of any future United States Internal Revenue Law.)

Article 12: The general management of the affairs of this corporation shall be under the control, supervision and direction of the Board of Directors. The names of the persons who are to act in the capacity of board members until the selection of their successors are: John Linch, Sue Malletta, Nancy White, Kirk Parge, Lindsay M. Gardner and Joanne Hirabayashi.

Article 13: The Board of Directors shall constitute the voting membership of the corporation.

Article 14: The By-Laws of the corporation shall be adopted by the Board of Directors named in the Articles of Incorporation and may thereafter be amended or repealed by any means provided in the By-Laws.

Joanne Hirabayashi
Joanne Hirabayashi, Secretary
Friends of the Priest River Theater

8-13-2001