



ARTICLES OF INCORPORATION

(Non-Profit)

(Instructions on back of application)

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

Article 1: The name of the corporation shall be:

OFF CENTER STAGE Inc.

Article 2: The purpose for which the corporation is organized is:

please see attached

Article 3: The street address of the registered office is: 300 N. 1st Ave., Hailey, ID 83333

and the registered agent at such address is: Kathy Ogilvie

Article 4: The board of directors shall consist of no fewer than three (3) people. The names and addresses of the initial directors are:

Jana Arnold, P.O. Box 1261, Ketchum, ID 83340

Kathy Ogilvie, P.O. Box 1261, Ketchum, ID 83340

Kathy Wygle, P.O. Box 1261, Ketchum, ID 83340

Article 5: The name(s) and address(es) of the incorporator(s):

LegalZoom.com, Inc., 7083 Hollywood Blvd. Ste. 180, Los Angeles, CA 90028

Article 6: The mailing address of the corporation shall be:

P.O. Box 1261, Ketchum, ID 83340

Article 7: The corporation (☐ does ☒ does not) have voting members.

Article 8: Upon dissolution the assets shall be distributed:

please see attached

Signatures of all incorporators:

Cindy Ly

Legalzoom.com, Inc.

Typed Name:

By: Cindy Ly, Assistant Secretary

Typed Name:

Typed Name:

Typed Name:

Typed Name:

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

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03/29/2005 05:00
CK: 34993 CT: 167623 BH: 881274
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Attachment to
Articles of Incorporation of
OFF CENTER STAGE Inc.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purposes for which this corporation is organized are: create, support, and encourage challenging, innovative, thought provoking and socially aware theatre. It will be a venue for the community of actors, writers and directors of the area, as well as students of the arts in local schools.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.