

FILED EFFECTIVE

2017 APR 28 AM 10:10

Amended and restated:

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

In compliance with the requirements of the provisions of Title 30, Chapter 21 and 29, Idaho Code, and for the purposes of forming a for-profit business corporation in Idaho, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Article 1: Corporate Name and Purpose

The name of the corporation is Old Opera House Incorporated (the "Corporation"). The corporation is formed for the purpose of creating and maintaining a community cultural enterprise and any or all other lawful business purposes for which a corporation is formed.

Article 2: Authorized Capital

The aggregate total number of shares that the Corporation is authorized to issue is 1000.

Class A Shares

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 1000 Class A par value shares and the par value of each of the authorized Class A shares is \$500.00 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- b. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- c. In the event of liquidation, dissolution, or winding up of the Corporation, The Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Preemptive Rights

No preemptive rights are granted to shareholders should new stock be issued.

Restrictions on Transfer

No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by resolution of the Board of Directors,

passed at a Board of Directors meeting, or by an instrument or instruments in writing signed by all of the Board of Directors.

Article 3: Registered Office and Registered Agent

The street address of the initial registered office is 177 Lee Road, Harpster, ID 83552. The name of the initial Registered Agent is Gloria Taylor.

Article 4: Incorporator

The name and address of the incorporator of Old Opera House Incorporated are set out below.

Name	Address	City	State	Zip Code
Gloria Taylor	177 Lee Road	Harpster	Idaho	83552

Article 5: Mailing Address of the Principal Office

The mailing address where correspondence and annual report forms may be sent is 177 Lee Road, Harpster, ID 83552.

Article 6: Duration

The duration of the corporation is perpetual.

Article 7: Initial Director

The initial board of directors will consist of one director until the incorporator appoints the first board which will consist of 7 members who are shareholders. The incorporator will set the staggered terms of initial directors to insure that 1/3 of the Board will be up for election each year thereafter. After the initial term, shareholders will elect Board Directors for a term of 3 years.

Name	Address	City	State	Zip Code
Gloria Taylor	177 Lee Road	Harpster	Idaho	83552

Article 8: Amend or Repeal Bylaws

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not

adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Article 9: Cumulative Voting

In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

Article 10: Indemnification of Officers, Directors, Employees and Agents

The Board of Directors, officers, employees and agents of the Corporation may be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees, and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

Article 11: Limitation of Liability

The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Article 12: Powers of the Corporation

The powers of the corporation shall include the following but not be limited thereto:

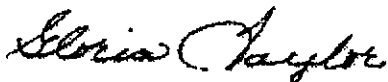
- a. To sue and be sued, complain and defend in the corporate name.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes and bonds and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises and income

e. To have and to exercise any and all powers necessary or convenient to effect its purposes, specifically including but not limited to the powers enumerated under Idaho Code 30-1-302, as it presently exists together with any powers which may be hereafter added to said statute.

Article 13: Execution

I, the undersigned, for the purpose of Amending and Restating our Articles of Incorporation do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 13th day of April A.D. 2017.

BY:



Gloria Taylor – Incorporator/Director

Filer Contact Information

In case of filing difficulties, please contact Sheryl White at 202 Pine St. Kooskia, ID 83539

Name of Filer: Gloria Taylor