



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MCCALL ARTS COUNCIL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MCCALL ARTS COUNCIL, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated January 16, _____, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION

OF

McCALL ARTS COUNCIL, INC.

SEP 13 1987

KNOW ALL PEOPLE BY THESE PRESENTS, that we, the undersigned, being natural persons of legal age and citizens of the United States of America and the State of Idaho, in order to form a corporation for the purposes hereinafter stated pursuant to the provisions of Title 30, Chapter 3 of the Idaho Code, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be "McCall Arts Council, Inc."

ARTICLE II.

The corporation is nonprofit and is organized exclusively for charitable, educational, and literary purposes.

Said corporation is to accomplish its purposes by:

- a) Promoting excellence in all aspects of the arts, including music, history, visual arts, dance, drama and literature, and fostering public access to the arts in McCall, Idaho and the surrounding Central Idaho region;
- b) Advancing knowledge of and education in the arts;
- c) Supporting artists in development, performance, display and marketing of their work;
- d) Providing and supporting facilities for education in the

arts and creation, performance, display and marketing of artistic works; and

- e) Providing a means through which artists may coordinate their efforts.

No part of the corporation's income is to be devoted to other than charitable, educational, or literary uses and purposes.

ARTICLE III.

The corporation shall have all powers conferred upon it by the laws of the State of Idaho as stated on the date of these articles in Title 30, Idaho Code chapters 1 and 3 together with any expansion of powers accorded by Idaho law as may be made from time to time provided that they are not in conflict with the purposes of the corporation.

ARTICLE IV.

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 II hereof. No substantial part of the activities of the corporation shall be the purpose of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (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 this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V.

In the event the corporate purpose shall ever fail or in the event that it should for any reason cease to function, no part of its property, funds, or assets shall be divided or inure to the benefit of any of its members. Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or literary purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office for the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such

purposes.

ARTICLE VI.

The duration and term of existence of this corporation shall be perpetual.

ARTICLE VII.

The location and address of the initial registered office of the corporation is 803 N. Third Street, McCall, Idaho, and the name of its initial registered agent of that address is Kenneth W. Eklund.

ARTICLE VIII.

The corporation shall be composed of members.

ARTICLE IX.

The conditions and regulations of membership and the rights and privileges of membership shall be determined and fixed by the By-Laws.

ARTICLE X.

The private property of the members shall not be subject to the payment of the corporate debts, liabilities or obligations to any extent whatsoever.

ARTICLE XI.

The management of the corporation shall be vested in the Board of Directors.

ARTICLE XII.

The number of Directors of this corporation shall be not less than five nor more than such number as shall be set from time to time in the By-Laws of the corporation. The Directors' qualifications and terms of office, manner of election, time, place, and manner of calling meetings and other powers and duties of the Directors shall be prescribed by the By-Laws.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the membership or until their successors are elected and qualified as follows:

NAME	ADDRESS
Kathy Phelan	P.O. Box 181, McCall, ID 83638
Nelle Tobias	Route 1, McCall, ID 83638
Lisa Moehler	Rt. 1 - Box 44 C, McCall, ID 83638
Clyde Rae Kellogg	P.O. Box 851, McCall, ID 83638
Judy Anderson	P.O. Box 1703, McCall, ID 83638
Clay Morgan	P.O. Box 1525, McCall, ID 83638
Bob McCarty	500 Hill Lane, McCall, ID 83638
Jennifa Lorenzi	P.O. Box 3445, New Meadows, ID 83654
Roberta Hamell	505 Hamell Lane, McCall, ID 83638

ARTICLE XIII.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the By-Laws, and their qualifications, terms of office, manner of election, time, place, and manner of calling meetings and other powers and duties shall be prescribed by the By-Laws. The general management, administration and direction of the affairs of the corporation shall be vested in the Board of Directors.

ARTICLE XIV.

The initial By-Laws of the corporation shall be adopted by the initial board of Directors. The power to alter, amend or repeal the by-Laws or adopt new By-Laws, subject to repeal or change by action of the membership, is vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

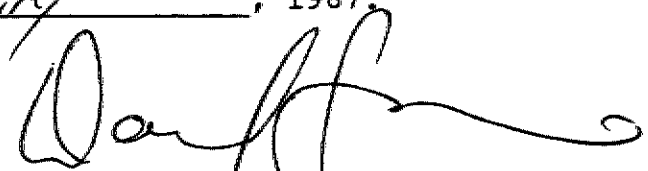
ARTICLE XV.

The names and address of each of the incorporators of this corporation are as follows:

NAME	ADDRESS
Roberta Hamell	505 Hamell Lane, McCall, ID 83638
David Simmonds	1105 McCall Ave., McCall, ID 83638

IN WITNESS WHEREOF, We, Roberta Hamell and David Simmonds, being
the incorporators herein above named, have hereunto set our hands
as of this 8th day of January, 1987.


ROBERTA HAMELL


DAVID SIMMONDS