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State of Idaho

Department of State

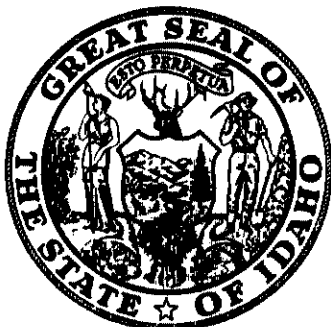
CERTIFICATE OF INCORPORATION OF

JAZZ EDUCATORS OF IDAHO, 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 JAZZ EDUCATORS OF IDAHO, 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 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sikel*

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**ARTICLES OF INCORPORATION
of
JAZZ EDUCATORS OF IDAHO, INC.
A Nonprofit Corporation**

Pursuant to the Idaho Nonprofit Corporation Act, the undersigned incorporators hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this corporation is: Jazz Educators of Idaho, Inc.

ARTICLE 2

The name and address of the registered agent and registered office of this corporation is:

James D. McMillan
Jazz Educators of Idaho, Inc.
3902 N. Burnstead Place
Boise, ID 83704

ARTICLE 3

The purposes for which this corporation is organized are: To educate the general public and foster an appreciation of jazz and other musical art forms, through lectures, seminars, clinics, public and classroom performances, and any and all other appropriate means.

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, or the corresponding section of any future federal tax code.

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ARTICLE 4

The number of initial directors of this corporation shall be five, and the names and addresses of the initial directors are as follows:

James D. McMillan
3902 N. Burnstead Place
Boise, ID 83704

Jack Rucker
c/o West One Bank
101 S. Capitol Blvd.
Boise, ID 83733

Nancy McKinnon
c/o The Idaho Statesman
1200 N. Curtis Road
Boise, ID 83706

Grant Jones
c/o Ore-Ida Foods, Inc.
Public Relations
220 W. ParkCenter Blvd.
Boise, ID 83706

Bob Drozda
c/o Marcus, Merrick & Montgomery
737 N. 7th Street
Boise, ID 83702-5595

ARTICLE 5

The name and address of the incorporators of this corporation are:

James D. McMillan
3902 N. Burnstead Place
Boise, ID 83704

ARTICLE 6

The period of the duration of this corporation is perpetual.

ARTICLE 7

This corporation will not have members.

ARTICLE 8

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 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 these Articles.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

Notwithstanding any other provision of these Articles, this 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 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.

ARTICLE 9

Upon the dissolution of this corporation, its assets shall be distributed for one or more of the exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 for such purposes.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 1/11/94

Signed: 

James D. McMillan
3902 N. Burnstead Place
Boise, ID 83704