

FILED EFFECTIVE

ARTICLES OF INCORPORATION

06 DEC -4 PM 3: 57

OF

PLEIN-AIR PAINTING MUSEUM AND VISUAL ARTS CENTER, INC. OF IDAHO

SECRETARY OF STATE

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I

NAME OF THE CORPORATION

The name of the Corporation is Plein-Air Painting Museum and Visual Arts Center, Inc.

ARTICLE II

STATUS

The Corporation is a nonprofit corporation.

ARTICLE III

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 612 Linden Street, Boise, Idaho, 83706 and the name of the initial registered agent at this address is Rose Elkovich.

ARTICLE V

PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, which permitted purposes shall include:

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1. Construction and operation of a museum and visitor center for the exhibition of art, particularly Idaho landscapes representing Idaho culture, history, and natural beauty, and other art works of Idaho artists, for benefit of the public;
2. Encourage and promote the appreciation, and understanding of art in diverse audiences , through exhibitions, education programs, collections, publications, and outreach programs, all designed to serve, engage and enrich the individual and the communities of Idaho, and to sustain and cultivate the importance and value of the visual arts in Idaho society;
3. Provide education through art workshops, and foster awareness of Idaho's environmental issues and ecological diversity, and furthering the preservation of Idaho's natural resources, history and culture through the acquisition of a permanent collection;
4. Enhance education of the people of Idaho through interactive school programs and curricula; exhibits and awards programs, and mentoring and career teams among artists and students;
5. Support of Idaho arts through interdisciplinary shared events and programs; theater, dance, and music;
6. Provided, that to these ends, the Corporation shall act strictly within its charter as a nonprofit, educational, artistic and cultural organization.

B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI

LIMITATIONS

No part of the net earnings or the assets of the 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 Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII

MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

Todd Miller
728 N. Morningside Way
Boise, Idaho 83712

Rose Elkovich
612 Linden Street
Boise, Idaho 83706

Eric Wallace
1387 E. Monterey Drive
Boise, Idaho 83706

Terry Schorzmam
3428 Camrose Lane
Boise, Idaho 83706

John Alegria
4090 State Street, Suite One
Boise, Idaho 83706

Senator Kate Kelly
P.O. Box 654
Boise, Idaho 83701

ARTICLE IX

MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X
DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.


ARTICLE XI
INCORPORATOR

The name and street address of the incorporator is William J. Batt, 101 S. Capitol Blvd., Boise, Idaho, 83702.

ARTICLE XII
BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 4th day of December, 2006.



William J. Batt
Attorney/Organizer