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CLERK OF DISTRICT COURT
IDAHO

ARTICLES OF INCORPORATION

OF

BIG WOOD ART ASSOCIATION, INC.

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

Article I

The Name of the corporation shall be Big Wood Art Association, Inc.

Article II

The Corporation shall be a nonprofit corporation.

Article III

The period of duration of the corporation is perpetual.

Article IV

The location of the Corporation is in the City of Ketchum, County of Blaine, State of Idaho. The street address of the initial registered office is 440 East Ave. P.O. Box 1972, Ketchum, ID. 83340 ;and, the name of initial registered agent at said address is Ms. EJ Harpham.

Article V

The purposes for which the corporation is organized is:

1. To promote Art in the community by creating a stimulating and supportive environment for local artists.
2. To encourage artists regardless of their race, creed, age, sex, color, ancestry or national origin to reach their creative potential by providing them with educational opportunities and exhibition space. .

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3. To stimulate Community interest in the Arts the Corporation will present lectures, panel discussions, forums and workshops on historical, current and stimulating art issues..
4. To advance the creative spirit of the Community by offering classes for adults and children in all areas of the Arts and to work towards the establishment of an Arts Academy.
5. To coordinate, conduct, maintain and operate an organization for the general purposes above stated and to conduct and transact all business properly connected with or incident to any or all of the objects and purposes of this corporation.
6. To purchase, have, hold, lease, use and take possession of, own, and enjoy any real or personal property necessary or incident to, or connected with the purposes of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation;
7. To borrow or raise money or conduct fund raising activities and programs for any of the purposes of the corporation, and, from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or obligations of the corporation;
8. The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and ever thing suitable or proper for the accomplishment or attainment of the corporation. In addition, the corporation shall have and may exercise any other or further powers or privileges granted by the laws of the state of Idaho to corporations of this character. The statements contained in each clause shall be in no way limited or restricted by reference to, or influence from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful

powers, not inconsistent herewith, are included herein;

9. The corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes and powers;

10. The corporation is organized for the above purposes and the transaction of any other lawful activity as stated in the aforementioned purposes, and within the meaning of Section 501(c)(3) of the Internal Revenue Code;

11. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

Article VI

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, officer, 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 Corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporations shall not participate in or intervene in (including the publishing or distribution of statements) an political campaign on behalf of any candidate for public office.

Article VII

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. The membership provisions of this Corporation are stated in the By-laws of this Corporation.

Article VIII

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than (3) and shall be fixed in accordance with the Corporation's By-laws. Each Director shall be a member of the Corporation. The Directors shall be elected by the members of the Corporation in the manner and for the term provided in the By-laws of the this Corporation. The names and mailing addresses of the persons constituting the initial Board of Directors are:

Sue Jacobsen
P.O. Box 773
Sun Valley, ID 83353

Margot Van Horn
P.O. Box 1736
Sun Valley, ID 83353

Arlene Bowden Herich
P.O. Box 5263
Ketchum, ID 83340

Katharine Sheldon
P.O. Box 3785
Hailey, ID 83333

Linda Bushell
P.O. Box 2798
Sun Valley, ID 83353

EJ Harpham
P.O. Box 958
Bellevue, ID 83313

Monika Bloedel
P.O. Box 1159
Sun Valley, ID 83353

Bonnie Gregory
P.O. Box 605
Hailey, ID 83333

Susan Ward
P.O. Box 3725
Ketchum, ID 83340

Article IX

The Board of Directors is authorized to fix the amount of membership dues from time to time and to make it payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and in conformance with Title 30 Chapter of the Idaho Code.

Article XI


The name and mailing address of the incorporator is Margot Van Horn, P.O. Box 1736, Sun Valley, ID 83353.

Article XII

Provisions for the regulation of the internal affairs of the Corporation are set forth in

the By-laws. The Board of Directors of the Corporation is authorized to amend the Corporation's By-laws at a properly noticed special or regular meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, does hereby make this certificate for the purpose of forming a non-profit corporation pursuant to the General Business Corporation's Law of the State of Idaho, and does hereby certify that the facts set forth herein are true and correct and have accordingly set my hand and seal this 15 day of May, 2003.


Margo Van Horn, Incorporator

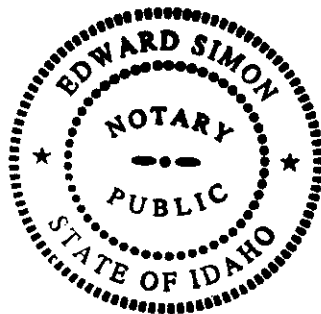
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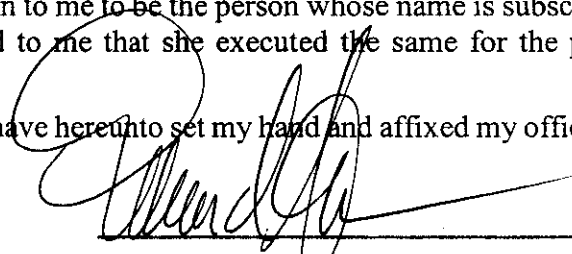
) ss.

County of Blaine)

On this, the 15 day of May, 2003, before me the undersigned Notary Public, personally appeared Margo Van Horn, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 15 day of May, 2003.




Notary Public for Idaho
Residing at: Ketchum
My commission expires: 11/2/05