

# State of Idaho

## Department of State

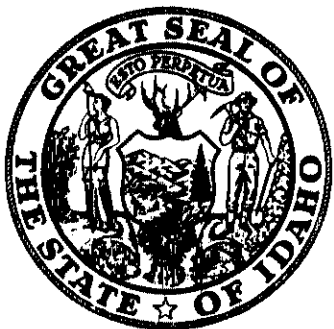
### CERTIFICATE OF AMENDMENT OF

MUSICIANS WEST, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of MUSICIANS WEST, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 1, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Mary DeWitt*

**SECOND RESTATED ARTICLES OF INCORPORATION OF**  
**MUSICIANS WEST, INC.**

DEC 1 1983  
SEC. OF STATE

Pursuant to the provisions of Section 30-3-94 of the Idaho Non-profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Second Restated Articles of Incorporation:

**ARTICLES OF INCORPORATION OF  
MUSICIANS WEST, INC.**

1. The name of the corporation is Musicians West, Inc.
2. This corporation is a non-profit corporation.
3. The duration of the corporation is perpetual.
4. This organization is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

5. 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 IV hereof. No substantial part of the activities of the Corporation shall be 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.

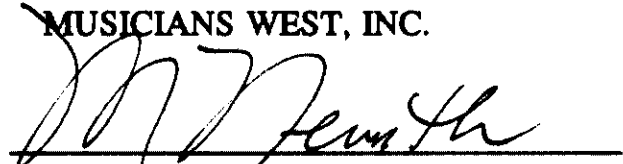
Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

6. The corporation will be managed by its board of directors and will have no members. The board shall consist of at least three directors. The corporation's bylaws shall otherwise specify the number of directors to serve on the board. Such other qualifications which a person must satisfy to serve on the board and details regarding elections of directors, length of term, and other matters concerning directors shall also be detailed in the bylaws.
7. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.
8. The incorporator is Mark Neiwrith, P.O. Box 4001, Pocatello, Idaho 83205.
9. The registered office of the corporation is located at 110 N. Second, Pocatello, Idaho 83201. The name of the registered agent at that street address is Mark Neiwrith, whose mailing address is P.O. Box 4001, Pocatello, Idaho 83205.

DATED this 22nd day of November, 1993.

MUSICIANS WEST, INC.

By

  
Mark Neiwrith, President and Director

By Pat George  
Pat George, Secretary and Director

By Susan Hughes  
Susan Hughes, Director

STATE OF IDAHO           )  
                                      :SS  
County of Bannock        )

I, Daniel Callahan, a notary public, do hereby certify that on this 23<sup>rd</sup> day of November, 1993, personally appeared before me MARK NEIWIRTH, who, being by me first duly sworn, declared that he is the President of Musicians West, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)

Daniel Callahan  
NOTARY PUBLIC FOR IDAHO  
Residing at: Boise  
My commission expires: 7/2/94