



CERTIFICATE OF INCORPORATION  
OF

HAP MILLER MUSIC SCHOLARSHIP FOUNDATION FUND, INC.

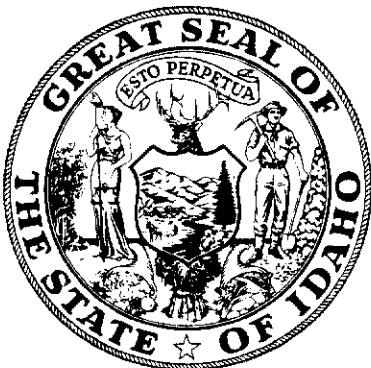
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HAP MILLER MUSIC SCHOLARSHIP FOUNDATION FUND, 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 29, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

HAP MILLER MUSIC SCHOLARSHIP FOUNDATION FUND, INC.

87 JAN 29 AM 9 01

SECRETARY OF  
STATE

We, the undersigned persons over the age of 18 years or more, all being citizens of the United States of American, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3 of the Idaho Code, having the capacity to act, and do certify and declare as follows:

ARTICLE I.

The name of this corporation shall be the HAP MILLER MUSIC SCHOLARSHIP FOUNDATION FUND, INC.

ARTICLE II.

The corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is not organized, nor will business be conducted for the pupose, directly or indirectly, either for profit to the members or the production of any article of commerce.

ARTICLE III.

The period of duration of the corporation shall be perpetual.

ARTICLE IV.

The nature of the activities and the business of this nonprofit corporation, and its objects and purposes, are and shall be as follows:

1. The purpose of the corporation is to raise funds for a music scholarship(s) in the memory of Mr. Hap Miller. The scholarship(s) will be awarded to Blaine County, Idaho students who have exhibited exceptional musical ability for use by such individuals in furthering their education and/or training;

2. 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 object and purposes of this corporation;

3. 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 purpose of this corporation, and to sell, lease, alienate and dispose of the same at the pleasure of the corporation;

4. To borrow or raise money 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 nonnegotiable 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;

5. The above enumerated purposes shall also be considered a statement of powers, and this corporation may do each and everything 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 law 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 influenced 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;

6. 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;

7. The foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the foundation shall inure to the benefit of any member, officer or director of the nonprofit corporation.

8. Notwithstanding any other provision of these articles, the foundation shall forego any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Such impermissible activities include the carrying on of propaganda, or otherwise attempting to influence legislation, or the participation in, or

intervention in any political campaign on behalf of any candidate for public office.

#### ARTICLE V.

The corporation shall have a single class of members, but shall have no capital stock or certificates evidencing shares of the capital stock. The corporation may, however, issue membership cards to members in good standing. The rights and obligations of the members shall be as set forth in the bylaws.

#### ARTICLE VI.

The management of the corporation and its affairs shall be vested in a board of directors consisting of not less than four (4) nor more than nine (9) members, and within such limits, the number, qualifications, terms of office, manner of elections and power and duties of the directors shall be fixed and may be altered from time to time, as will be provided for in the bylaws, provided that the number of directors shall not be fewer than four (4), and further provided that the first Board of Directors shall consist of four (4) members. The names and addresses of the initial Board of Directors, who will manage the affairs and property of the association for a period of one year after incorporation are:

Joseph Maccarillo  
Box 274  
402 3rd Avenue South  
Hailey, Idaho 83333

Robert Mitchell  
Box 926  
161 Stonegate Circle  
Ketchum, Idaho 83340

Edward Laverty  
P. O. Box 904  
13 Broadway Run  
Ketchum, Idaho 83340

Jack MULLowney  
712 Rimview Drive  
Twin Falls, Idaho 83301

#### ARTICLE VII.

The initial bylaws shall be adopted by the Board of Directors, and the power to alter, amend or repeal the bylaws, or adopt new ones shall be vested in the members.

#### ARTICLE VIII.

The street address of the initial registered office of the corporation is 128 Saddle Road, Ketchum, Idaho 83340, and the name of the registered agent at such address is Willis Benjamin.

ARTICLE IX.

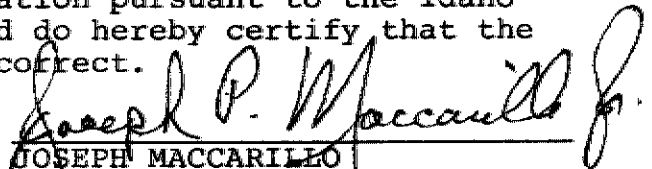
The names and addresses of the incorporators are as follows:

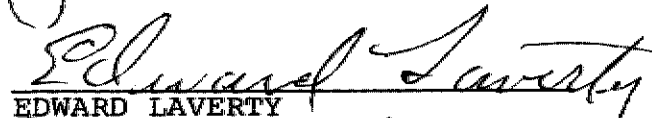
Joseph Maccarillo  
Box 274  
402 3rd Avenue South  
Hailey, Idaho 83333

Robert Mitchell  
Box 926  
161 Stonegate Circle  
Ketchum, Idaho 83340

Edward Laverty  
P. O. Box 904  
13 Broadway Run  
Ketchum, Idaho 83340

IN WITNESS WHEREOF, the undersigned being all of the incorporators hereinabove named, do hereby make this certificate this 28th day of January, 1987, for the purpose of forming a nonprofit corporation pursuant to the Idaho Nonprofit Corporation Act, and do hereby certify that the facts set forth are true and correct.

  
JOSEPH MACCARILLO

  
EDWARD LAVERTY

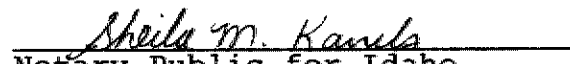
  
ROBERT MITCHELL

STATE OF IDAHO           )  
                              : ss.  
County of Blaine        )

On the 28th day of January, 1987, before me the undersigned notary public, personally appeared JOSEPH MACCARILLO, EDWARD LAVERTY and ROBERT MITCHELL known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purpose contained herein.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed my official seal this 28th day of January, 1987.

(seal)

  
Notary Public for Idaho  
Residing at Caray  
Commission expires life

ALPl/sk