

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

#### FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

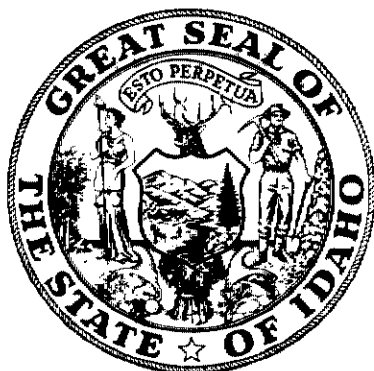
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

#### FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Business 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 June 6, 19 90



*Pete T. Cenarrusa*

SECRETARY OF STATE

*M. J. Fineman*

Corporation Clerk

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.**

RECEIVED  
SEC. OF STATE

90 JUN 6 AM 9 20

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, IDAHO CODE Section 30-301, et. seq., hereby adopt the following Articles of Incorporation.

**I. NAME**

The name of the corporation shall be FESTIVAL DANCE AND PERFORMING ARTS ASSOCIATION, INC.

**II. PRINCIPAL OFFICE**

The principal office of the corporation is located in care of the University of Idaho, Moscow, Idaho, 83843.

**III. PURPOSES (Amended)**

This organization is organized exclusively for educational purposes within the meaning of section 5021(c)(3) of the Internal Revenue Code, which educational purposes include the following:

1. To promote interest in the study of the arts, drama, and dance in particular; to advance knowledge and appreciation of dance, drama, and religious, classical, artistic, musical, literary and social tradition by theatrical and dance performances, or by other appropriate means; to provide and support facilities for education and instruction in the theatre and dance arts; and to support the development of the American theater, dance, and ballet so that their benefits may inure to the American people and the citizens of Idaho and Washington.
2. To do any and all lawful acts which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the corporation.

3. To enter into any and all lawful contracts and obligations essential or convenient to the transaction of the affairs of the corporation for any of the purposes thereof.

4. To expend monies received, collected, or earned by the corporation from all sources whatsoever for the payment and discharge of all costs, expenses, and obligations incurred by the corporation in carrying out any or all of the purposes for which the corporation is formed.

5. To acquire, hold, own, mortgage, dispose of and invest its funds in any real or personal property whatsoever as may be reasonably necessary for the purposes of carrying into effect one or more of the purposes of the corporation.

6. No substantial part of the activities of the corporation shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

7. 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).

#### IV. PROFITS

The corporation shall be a nonprofit corporation and shall have no stock. No dividends or pecuniary profits shall be declared or paid, and no part of any net earnings of the corporation shall be otherwise distributed, to its officers, directors or members or to any other private individual. No financial gain shall ever accrue to any member of the corporation, nor to any person or institution in the conduct of the business of the corporation, provided that the payment of reasonable compensation for services rendered shall be deemed an

expense of the corporation and not a distribution of earnings. Any receipts of the corporation in excess of the ordinary expenses of the corporation shall inure to the benefit of the corporation and shall be applied by the directors thereof to any expenses incurred in carrying out any and all of the purposes herein set forth.

#### V. DIRECTORS

The control and management of the affairs of the corporation shall be vested in a Board of Directors. The number of directors shall be specified in the Bylaws. Successor directors may be elected by the then-existing directors. The names and addresses of those selected to serve, beginning with the incorporation of the corporation, and until their successors shall be chosen are:

<u>Name:</u>	<u>Address:</u>
Bob Baron	925 East B St., Moscow, ID 83843
Leslie Esselburn	1005 E. 8th, Moscow, ID 83843
Gerald Hazelbauer	N.E. 920 D St., Pullman, WA 99163
Jeffrey Helbling	609 N. Almon, #3005, Moscow, ID 83843
Donna Kendall	405 N. Howard, Moscow, ID 83843
Teri Lightfield	1052 Cayuse Dr., Moscow, ID 83843
John McCabe	849 Truman, Moscow, ID 83843
Melinda Melton	403 N. Adams, Moscow, ID 83843
Kathy Musick	110 N. Lilley, #301, Moscow, ID 83843
Belynda Pancheri	407 N. Monroe, Moscow, ID 83843
Lin Randall	N.E. 920 D St., Pullman, WA 99163
Pat Richey	P.O. Box 8789, Moscow, ID 83843
Sue Thomas	714 Ridge Road, Moscow, ID 83843
Bill Venosdel	2031 Mt. View Rd., Moscow, ID 83843
Valerie Warrick	1114 N. Almon, Moscow, ID 83843
Andy Warren	105 S. Main, Moscow, ID 83843
Barbara Wenders	2266 Westview Dr., Moscow, ID 83843
Mary Westberg	407 N. Polk, Moscow, ID 83843
Christy Williams	Box 8435, Moscow, ID 83843
Diane Walker	833 N. Cleveland, Moscow, ID 83843

## **VI. MANAGEMENT**

Management of the corporation shall be vested in the Board of Directors.

## **VII. DISTRIBUTION ON DISSOLUTION (Amended)**

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

## **VIII. BYLAWS**

The Board of Directors shall forthwith adopt Bylaws for the management and operation of the corporation not inconsistent with these Articles of Incorporation.

## **IX. MEMBERSHIP**

The conditions and qualifications of membership of the corporation, and the rights and privileges of members, and the members' liabilities for dues or assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation.

## **X. AMENDMENTS**

These Articles of Incorporation may be amended only by vote or written consent of a majority of the members in good standing upon a resolution submitted by the Board of Directors.

**XI. REGISTERED AGENT AND OFFICE**

The initial registered agent and office of the corporation are James L. Westberg, Siebe, Landeck, Westberg & Judge, P.O. Box 9344, 414 S. Jefferson, Moscow, Idaho 83843.

**XII. DURATION**

The duration of the corporation shall be perpetual.

**XIII. NON-LIABILITY**

Neither the officers, directors, nor members shall be personally liable for corporate obligations.

**XIV. RESOLUTION CONCERNING AMENDMENT AND RESTATEMENT  
OF THESE ARTICLES OF INCORPORATION (Amended)**

A membership meeting was held on the 9th day of May, 1990, at the Conference Room, Daily Idahonian, 409 S. Jackson, Moscow, Idaho, at which a quorum was present, and a majority of the membership voted to pass the amendments to Articles III, VII, and XIV as stated herein.

IN WITNESS WHEREOF, we, the Incorporators of this Corporation, have set our hands and executed these Articles this 4<sup>th</sup> day of June, 1990.

Leslie Esseburn  
LESLIE ESSELBURN, Pres.

Address: 1005 E. 8th  
Moscow, Id 83843

Mary Westberg  
MARY WESTBERG, Sec.  
Address: 407 N. POLK


MOSCOW, ID. 83843

VERIFICATION

STATE OF IDAHO        )  
                              )  
County of Latah        )


Mary Westberg, being first duly sworn on oath, deposes and says:

That she is the Secretary of Festival Dance and Performing Arts Association, Inc., that she has read the document and knows and understands the contents thereof, and that the same are true as she verily believes.

  
\_\_\_\_\_  
MARY WESTBERG

SUBSCRIBED AND SWORN TO before me this 4TH day of June, 1990.

(seal)

  
\_\_\_\_\_  
Notary Public in and for the State of Idaho, residing at Moscow.

My commission expires: Life