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SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
IDAHO/WASHINGTON CONCERT CHORALE, INC.**

The undersigned, acting as the Board of Directors 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 Amended and Restated Articles of Incorporation ("Articles").

Article I: Name.

The name of the Corporation is **IDAHO/WASHINGTON CONCERT CHORALE, INC.**

Article II: Nonprofit 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 Moscow, County of Latah, and in the State of Idaho. The address of the initial registered office is 844 Indian Hills Drive, Moscow, Idaho 83843, and the name of the initial registered agent at this address is Gordon P. Thomas.

Article V: Purposes.

The Corporation is organized and operated exclusively for the advancement of educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, to perform any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation, including but not limited to the following:

- A. to educate the chorale members in the singing of choral music so that they may perform choral works, both large and small, in the Palouse/Clearwater areas of Idaho and Washington;

IDAHO SECRETARY OF STATE

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RESTATED AND AMENDED ARTICLES OF INCORPORATION

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- B. to educate and entertain the patrons of the Chorale about choral music; to promote appreciation for choral music; and to perform such other legal acts as necessary to procure, prepare, and promote music, concerts, the group, and its activities.
- C. to make distributions to organizations that qualify as exempt under such Section 501(c)(3);
- D. 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; and,
- E. 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) and 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 of 1986, as amended from time to time.

#### Article VII: Members

The corporation shall have members.

#### 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. Each director of the Corporation shall, at all times, be a member of the Corporation. 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:

	<u>NAME</u>	<u>ADDRESS</u>
1	Debbie Brudie	1411 East First St. Moscow, Idaho 83843
2	Janice O'Toole	PO Box 121 Colton, WA 99112
3.	Tecla Blood	1035 Duffield Flat Rd. Potlatch, ID 83855

#### Article IX: 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 of 1996, 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 X: Incorporators.

The names and street addresses of the incorporators are:

	<u>NAME</u>	<u>ADDRESS</u>
1	Debbie Brudie	1411 East First St. Moscow, Idaho 83843
2	Janice O'Toole	PO Box 121 Colton, WA 99112

3. Tecla Blood

1035 Duffield Flat Rd.  
Potlatch, ID 83855

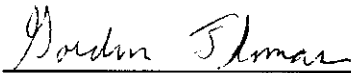
Article XI: Bylaws

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.

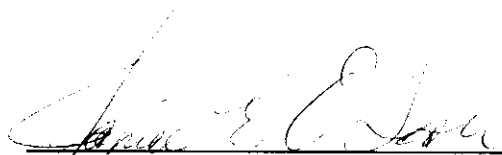
Article XII:

The Corporation has voting members. The number of members entitled to vote on the restated and amended bylaws is 74 and the number of members that voted for the restatement and amendment is 68 and the number voting against such restatement and amendment was none. The adoption of the restated and amended bylaws took place on the 15<sup>th</sup> day of January, 2001 at a duly called meeting of the members of the Corporation.

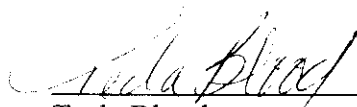
DATED this 15<sup>th</sup> day of Jan., 2001.



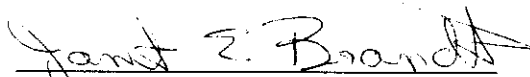
Gordon Thomas  
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Moscow, Idaho 83843



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PO Box 121  
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Tecla Blood  
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Potlatch, Idaho 83855



Janet E. Brandt  
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Pullman, WA 99163