



CERTIFICATE OF INCORPORATION  
OF

THE MUSIC & FINE ARTS CELEBRATION, INC.

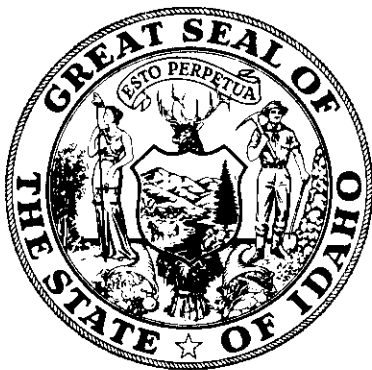
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE MUSIC & FINE ARTS CELEBRATION, 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 September 24, 19 82.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
of  
THE MUSIC & FINE ARTS CELEBRATION, INC.

The undersigned, a natural person of over the age of 18 years, and a resident of the State of Idaho, acting as incorporator of this Corporation pursuant to the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

Article I. NAME

The name of the Corporation is The Music & Fine Arts Celebration, Inc.

Article II. DURATION

The duration of the Corporation shall be perpetual.

Article III. PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, by way of example and not limitation, the holding of an annual festival of music and fine arts, including visual arts, dance performances and theater performances; and, the presentation of technical workshops with the various performing artists to promote the arts as a necessary aspect of a well-rounded culture, to provide a setting for personal contact with the performing artist, to provide a vehicle for the discovery and support of unknown artists, and to encourage audience participation in the arts; and, to engage in activities relating to the aforementioned purposes; and, to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Article IV. POWERS

This Corporation is organized exclusively for charitable

or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and where consistent therewith, shall have all powers conferred upon non-profit corporations pursuant to the Idaho Non-Profit Corporation Act.

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.

The Corporation shall not engage in any act of self-dealing as defined by §4941(d) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

The Corporation shall not make any investments in such manner as to subject it to the tax under §4944 of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

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.

The Corporation shall not make expenditures to influence legislation in excess of the ceiling amounts provided in §501(h) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

No dividends shall be paid and no part of the net earnings of the Corporations shall inure to the benefit of any private individual.

#### Article V. MEMBERS

The Corporation shall have one class of members and

membership shall be open to the general public. There shall be a membership fee charged pursuant to the bylaws of this Corporation.

#### Article VI. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. The number of directors constituting the intitial board of directors shall be five; thereafter, the number and manner of election or appointment of directors and their terms of office shall be as provided in the bylaws, but the number of directors shall not be less than five.

#### Article VII. DISSOLUTION AND LIQUIDATION

In the event of liquidation or dissolution of the Corporation no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

#### Article VIII. MISCELLANEOUS

The name and address of the initial registered agent of the Corporation is Art M. Petersen, Star Route Box 481, Hope, Idaho 83836.

The principal office of the Corporation shall be located at Star Route Box 481, Hope, Idaho 83836.

The names and addresses of the persons constituting the initial board of directors are:

Leon Atkinson  
Route 1, Box 52-D  
Samuels, Idaho 83862

Lawrence E. Keith  
P. O. Box 61  
Sandpoint, Idaho 83864

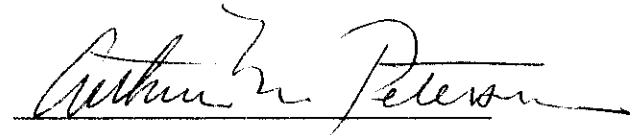
Art M. Petersen  
Star Route Box 481  
Hope, Idaho 83836

Anne O'Callaghan  
Star Route Box 481  
Hope, Idaho 83836

Dorian Gustavson  
Box 482  
Sandpoint, Idaho 83864

The name and address of the incorporator is Art M.  
Petersen, Star Route Box 481, Hope, Idaho 83836.

IN WITNESS WHEREOF, I have hereunto set my hand this  
21<sup>ST</sup> day of SEPTEMBER, 1982.

  
Art M. Petersen