

CERTIFICATE OF INCORPORATION
OF

VALLEY ARTISTS INC.

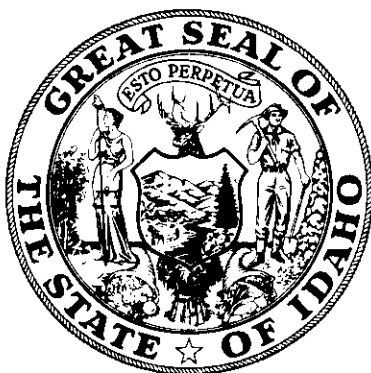
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

VALLEY ARTISTS 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 April 28, 19 86



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE
'86 APR 28 AM 8 14

ARTICLES OF INCORPORATION
OF
VALLEY ARTISTS INC.
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

We the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is Valley Artists Inc., and its duration shall be perpetual.

ARTICLE II

The purpose of this corporation is to establish, maintain, and gather together those individuals interested in fine arts and painting, and to stimulate an interest in, and knowledge of fine art, in Payette, Payette County, Idaho, and any other lawful activity, none of which is for profit, for which

corporations may be organized.

Notwithstanding any other provisions 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.

This organization is not organized for profit, and no part of the next earnings shall inure to the benefit of any private shareholder.

ARTICLE III

The corporation is to have one class of members, which shall consist solely of any persons interested in the fine arts and who has paid the annual dues and who is accepted by a membership committee. All members must also be students of Loy Eaton's gallery. The manner of election and the qualifications and rights of the members shall be as set forth in the By-Laws of the Corporation.

ARTICLE IV

The street address of the initial registered office of the corporation is: 1025 Center Avenue, Payette, Idaho 83661.

The name of the corporation's initial registered agent at this address is: LOY EATON.

ARTICLE V

The number of directors constituting the initial Board of Directors shall be one (1). However, the Board of Directors

may allow any and all persons or committees of such persons as they desire to attend meetings and otherwise assist in the management of the corporation.

ARTICLE VI

1. The management of the affairs and business of the corporation shall be vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, manner of election, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the By-Laws of the corporation.

3. The Board of Directors may adopt By-Laws by a majority vote which will further the purposes of the corporation as established in Article II.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the By-Laws of the corporation.

5. Amendment to these Articles shall be made by adoption of such amendment at a meeting of the members by the vote of a majority of the members.

ARTICLE VII

The assets of this corporation on dissolution or final liquidation shall be distributed to the members equally.

ARTICLE VIII

The names and addresses of each incorporator and each initial member of the Board of Directors of the corporation are as follows:

1. Loy Eaton
1025 Center Avenue
Payette, Idaho 83661

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 23 day of April, 1986.

Loy Eaton

STATE OF IDAHO
County of Payette

On this the 23 day of April, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared LOY EATON known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Abel J. Nuncio
Notary Public for Idaho
Residing at: Weiser, Idaho