

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MUSICIANS WEST, INC.

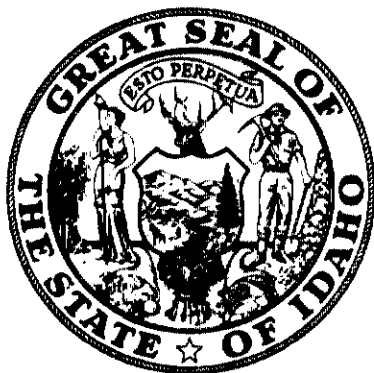
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MUSICIANS WEST, 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 07, 19 97.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth Zavala

Corporation Clerk

**ARTICLES OF INCORPORATION
OF
MUSICIANS WEST, INC.**

FILED
SEC.
30 SEP 7 60 8 47

1. The name of the corporation is Musicians West, Inc.
2. The corporation is a nonprofit corporation.
3. The duration of the corporation is perpetual.
4. The corporation is organized for the purpose of producing musical concerts and performances, providing lectures on music related subjects, providing tours of music related events or facilities, providing classes, arranging music festivals, providing grants and/or scholarships to qualified students of music and other fine arts to further their artistic education and careers, and for any other purposes for which a nonprofit corporation may be formed, so long as the activities of the corporation are consistent with the purposes set forth in Idaho Code Section 30-306 and 501(c)(3) of the Internal Revenue Code of the United States.
5. Members of the corporation shall consist of the board of directors and those individuals selected to membership by the board of directors.

The corporation will be managed by its board of directors. The board shall consist of three directors, divided into three classes. The term of office of the first class of directors shall expire on the first anniversary of the initial annual meeting of the directors, that of the second class of directors shall expire on the second anniversary of the initial annual meeting of the directors, and that of the third class shall expire on the third anniversary of the initial annual meeting of the directors. At each annual meeting after such classification one director shall be elected to hold office until the third succeeding annual meeting. The existing directors shall elect the successor director(s). No classification of directors shall be effective prior to the initial annual meeting of the directors.

6. The initial registered office of the corporation is 683 North Capital Avenue, Idaho Falls, Idaho 83402. The name of its initial registered agent at that street address is Alan E. Barber, whose mailing address is P.O. Box 51718, Idaho Falls, Idaho 83405.

7. The members of the initial board of directors are:

Mark A. Neiworth
P.O. Box 50372
Idaho Falls, Idaho 83405


Pat George
311 South 8th Avenue
Pocatello, Idaho 83201

Alan E. Barber
683 North Capital Avenue (83402)
P.O. Box 51718
Idaho Falls, Idaho 83405-1718

8. The incorporator is:

Mark A. Neiworth
P.O. Box 50372
Idaho Falls, Idaho 83405

DATED this 23rd day of May, 1990.



Mark A. Neiworth
Incorporator

Neiworth:8447
AEB:tc:90-137
A0137A14