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State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BEAR LAKE MUSIC FOUNDATION INCORPORATED

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 BEAR LAKE MUSIC FOUNDATION INCORPORATED duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

On Thursday, May 20, 1993 the Board of Directors and Members of the Bear Lake Music Foundation Incorporated met in a board and membership meeting to amend the Articles of Incorporation. A quorum of the members was present and the majority voted in favor of the amendments listed below.

ARTICLES OF AMENDMENT

OF

BEAR LAKE MUSIC FOUNDATION INCORPORATED

Articles I and II were not changed.

Article III was completely replaced with the verbiage in the Amended Articles.

Article IV was completely changed with the new verbiage in the Amended Articles. The new verbiage will satisfy the IRS code relating to the purposes and dissolution of the corporation to comply with the qualifications when applying for 501 (C) (3) tax exempt status.

Article V was completely replaced with the verbiage in the Amended Articles.

Article VI was completely replaced with the verbiage in the Amended Articles.

Article VII indicating the initial registered office and the registered agent for the corporation was Amended and renumbered as Article VIII. Article VII now states that the corporation is not a church.

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SECRET

Article VIII did not change in verbiage but was renumbered as Article IX in the Amended Articles.

Article IX was completely replaced as indicated above.

Articles X through XII are all new additions to this document.

Thus, the amendments to the Bear Lake Music Foundation Incorporated Articles of Incorporation were approved on Thursday, May 20, 1993.

DATED this 25th day of May, 1993.

K.B. Rasmussen
President

Janet H. Rasmussen
Secretary

STATE OF IDAHO)
)ss
COUNTY OF BEAR LAKE)

I, Ronald O. Peterson, a notary public, do hereby certify that on this 25 day of May, 1993, personally appeared before me K.B. RASMUSSEN who, being by me first duly sworn, declared that he/she is the President of the Bear Lake Music Foundation Incorporated, that he/ she signed the foregoing document as President of the corporation, and that the statement therein are true.

Ronald O. Peterson

Residing at: Montpelier

My Commission expires: 8/23/97

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
BEAR LAKE MUSIC FOUNDATION INCORPORATED

The undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for said corporation:

ARTICLE I

The name of the corporation is BEAR LAKE MUSIC FOUNDATION INCORPORATED.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Section 1. PURPOSES. The purposes for which this corporation is formed are, in general, to act in assisting to promote, sponsor and carry out educational, cultural, and artistic development for Bear Lake County, Idaho and other communities and

organizations in the Western States, and to promote, fund and produce the annual Bear Lake Music Festival. It may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage and dispose of property of all kinds, real, personal, and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit and support of the Bear Lake Music Foundation and its purposes.

Section 2. Powers. This corporation shall have and exercise all rights, powers, privileges and immunities provided by the Idaho Non-Profit Corporation Act.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Idaho Non-Profit Corporation Act. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, 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 1954 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 4. Dissolution of Corporation. 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 federal 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.

ARTICLE V

The corporation to be organized upon a nonstock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. The affairs of the corporation shall be vested in and managed by the Board of Directors. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be

determined and fixed by the bylaws. The private property of the members of this corporation shall be not liable for its corporate debts.

ARTICLE VI

No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that the reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets in dissolution of the corporation.

ARTICLE VII

This corporation is not a church and the management of its affairs shall be vested in the Board of Directors.

ARTICLE VIII

The street address of its initial registered office (principal office) is: 904 Washington Street, Montpelier, ID 83254, and the name of its initial registered agent at such address is: K.B. Rasmussen.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is Four (4). The names and addresses of the persons who are to serve directors until the first annual meeting or until their successors are elected and shall qualify are:

K.B. RASMUSSEN, 217 So. 8th Street, Montpelier, ID 83254
JUDY K. HOLBROOK, 55 Holiday Circle, Fish Haven, ID 83287
RICHARD T. SMALL, 148 Old Mill Road, Ovid, ID 83260
DAVID K. HIGGINSON, 153 Canyon Road, Montpelier, ID 83254

ARTICLE X

The name and street address of the incorporator is:

K.B. RASMUSSEN
217 So. 8th STREET
MONTPELIER, ID 83254

ARTICLE XI

The power to make, alter, amend or appeal the bylaws of this corporation shall be vested in its Board of Directors, and the bylaws may contain any provision for the regulation and management of the affairs of this corporation not inconsistent with these Articles of Incorporation and the laws of the State of Idaho.

ARTICLE XII

The power to amend these Articles of Incorporation is expressly conferred upon the members.

DATED this 25th day of May, 1993.

H.B. Rasmussen

President

Jeanne H. Rasmussen

Secretary

VERIFICATION

STATE OF IDAHO)
)SS
COUNTY OF BEAR LAKE)

I, Ronald O. Peterson, a notary public, do hereby certify that on this 25 day of May, 1993, personally appeared before me K. B. RASMUSSEN who, being by me first duly sworn, declared that he/~~she~~ is the President of Bear Lake Music Foundation Incorporated, that he/she signed the foregoing document as President of the corporation, and that the statements therein are true.

Ronald O. Peterson

Residing at: Montpelier, Idaho IDAHO SECRETARY OF STATE

My commission expires 8/27/97 1
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