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State of Idaho

Department of State

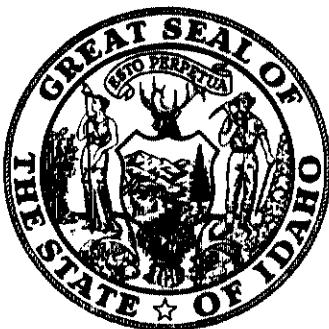
CERTIFICATE OF INCORPORATION OF

KOOTENAI COUNTY ARTS COUNCIL, INCORPORATED

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 KOOTENAI COUNTY ARTS COUNCIL, INCORPORATED 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: November 19, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

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**ARTICLES OF INCORPORATION
OF
KOOTENAI COUNTY ARTS COUNCIL, INCORPORATED**

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is the Kootenai County Arts Council, Incorporated.

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. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Coeur d'Alene, County of Kootenai, State of Idaho. The address of the initial registered office is 2900 Government Way, Coeur d'Alene, Idaho 83814 and the name of the initial registered agent at this address is Bob M. Brown.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

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A. To provide a clearinghouse for the arts and cultural information in Kootenai County in order to benefit the community, the arts organizations, and the individual artists;

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing 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 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 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) any political campaign on behalf of any candidate for office. Notwithstanding any other provision 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 who shall have such rights as are provided in Idaho Code and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon the payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board

of Directors. The Board of Directors shall consist of not less than nine (9) nor more than fifteen (15) individuals, each of whom, at all times, shall be a member of the Corporation or the designated representative of an organization that is a member. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the Members or existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

Donna Bennett
Post Office Box 1541
Coeur d'Alene, ID 83814

Bob M. Brown
2900 Government Way
Coeur d'Alene, ID 83814

Kathy Flint
Rt 2, Box 83
Harrison, ID 83833

Cyndie Hammond
4500 Sterling Ct
Post Falls, ID 83854

David Hollingshead
118 N. 7th, #C
Coeur d'Alene, ID 83814

Russ Marvin
1516 Hayden View Drive
Coeur d'Alene, ID 83814

Mary Farnsworth Myhre
424 Sherman Avenue, #106
Coeur d'Alene, ID 83814

Holladay Sanderson
504 N. 15th Street
Coeur d'Alene, ID 83814

Sue Sausser
8700 Sausser Drive
Coeur d'Alene, ID 83814

Steve Seable
1320 E. Garden Avenue
Coeur d'Alene, ID 83814

Susie Snedaker
831 N. 5th Avenue
Coeur d'Alene, ID 83814

ARTICLE IX. MEMBERSHIP DUES.

Membership dues shall be charged to all members. The Board of Directors shall fix the amount of membership dues from time to time,

and shall make them payable at such times and upon such notice and by such methods as the Board of Directors may prescribe in the Bylaws.

ARTICLE X. 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 the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

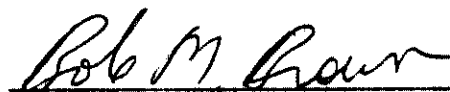
ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Bob M. Brown, 2900 Government Way, Coeur d'Alene, Idaho 83814.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 8th day of November, 1993.



Bob M. Brown