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**ARTICLES OF INCORPORATION  
OF  
LEWISTON CIVIC THEATER, INC.**

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 ("Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is LEWISTON CIVIC THEATER, INC..

**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 Lewiston, County of Nez Perce, State of Idaho. The address of the initial registered office is 77 Southway Ave Ste B, Lewiston, Idaho, 83501, and the name of the initial registered agent at this address is Su Brown.

**ARTICLE V. PURPOSES**

This corporation is incorporated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any private individual, 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 its purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code of 1986, or any subsequent federal tax laws. The corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of (or in opposition to) any

Article of Incorporation  
LEWISTON CIVIC THEATER, INC.

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candidate for public office. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The primary purpose of the corporation is to provide training of individuals and groups in dancing, singing, acting and stage craft for amateur plays, musicals, opera and burlesque at Lewiston, Idaho, or at any place or places, and either in the United States or elsewhere. Further, it is to cooperate, encourage and assist all other groups or individuals which are working to accomplish one or more of these purposes.

#### **ARTICLE VI. LIMITATIONS**

No part of the net earning or the assets 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 public office. Notwithstanding any other provisions 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 the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The conditions and regulations of membership and the rights and other privileges of the classes of members shall be determined and fixed by the Bylaws.

Membership in the non-profit co-operative corporation shall consist of the subscribers and those elected to membership as provided by the bylaws, however, membership shall be unlimited. The rights or interests of all members shall be equal and no member can have or acquire greater interest therein than any other member, and no member shall hold more than one certificate of membership in the corporation. No member shall have the right to sell or transfer his membership in the corporation or his rights or privileges as such, or to substitute another person as a member in his place: and no

person may become a member of this association except by election by the Board of Directors or the members, and under such regulations as bylaws of the corporation may prescribe. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he or she shall not be debarred from receiving payment for actual services rendered or material furnished, and each member agrees that all funds of the corporation shall be used solely and exclusively for the carrying out and attainment of the purposes and objectives of the corporation. The number, classification and qualification of members and the terms and conditions of admission of members, the time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership, the fees' for admission, assessments or dues to carry on the activities of the corporation and reimbursement for services rendered and expenses incurred by the corporation for its members, the time of payment and manner of collection of amounts due from members, and for forfeiture of the interest of a member in the corporation for non-payment thereof, shall be provided for and specified in the bylaws of the corporation.

### ARTICLE VIII. MEMBERS NOT SUBJECT TO ASSESSMENTS

The members of this Corporation shall not be subject to assessments and the private property of the members shall not be subject to payment of Corporation debts, expenses or other obligations to any extent whatever.

### ARTICLE IX. 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 three (3) nor more than twelve (12) individuals, each of whom, at all times, shall be a member of the corporation. 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 existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>Name</u>	<u>Address</u>	
Thomas A. Hennigan	803 Prospect Ave Lewiston ID 83501	President
Vera White	3509 7 <sup>th</sup> Street E Lewiston ID 83501	Vice President
Michael A. Coursey	408 Garfield Box 697, Asotin WA 99402	Treasurer
Linda Lofaro Coursey	408 Garfield Box 697, Asotin WA 99402	Secretary

Lee Gibbs	631 Preston #36, Lewiston ID 83501
John Taylor	111 Main Street, Lewiston ID 83501
Bob George	3713 11 <sup>th</sup> Street C, Lewiston ID 83501
Sherrie Beckman	2324 15 <sup>th</sup> Street, Lewiston ID 83501
Sheila Scott	PO BOX 247, Lapwai ID 83540
Linda Emerson	Box 402, Albion WA 99102 "Electric Ave" 301 Main St, Lewiston ID 83501
Debi Fitzgerald	221 7 <sup>th</sup> Avenue, Lewiston ID 83501
Mary Minton	2465 17 <sup>th</sup> Street, Clarkston WA 99403

#### **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 Corporations, distribute all 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. The primary preference for such distribution is to be to a dramatic department of an Idaho non-profit high school, college or university to a non-profit organization in the State of Idaho which has as its purpose the training of individuals or groups in any of the fine arts. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal place of business 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 Thomas A. Hennigan, 803 Prospect Avenue, Lewiston, Idaho, 83501.

#### **ARTICLE XII. BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set

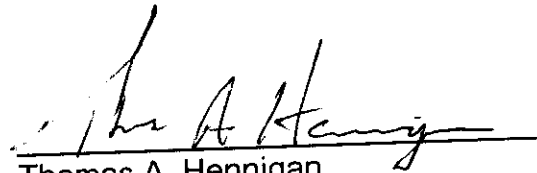
forth in the Bylaws.

### ARTICLE XIII. INFORMATIONAL STATEMENT

These articles are filed to reestablish the corporate structure of Lewiston Civic Theater, Inc.. The non-profit corporation was originally incorporated March 8, 1967. Due to an administrative oversight, corporate structure was administratively forfeited in 1983. The current directors of the Lewiston Civic Theater just discovered this administrative oversight when confirming a formation date for the entity while filing an informational tax return.

Lewiston Civic Theater has operated continuously since 1967. Due to the corporate forfeiture in 1983 it has only recently been determined that the entity was operating as an Idaho Association rather than a corporation during the time period of 1983 until the current filing of these articles. By this instrument it is publically stated that all assets of the previous Lewiston Civic Theater, Inc., and its successor association Lewiston Civic Theater are retained in and transferred to Lewiston Civic Theater, Inc. formed by these articles. This Lewiston Civic Theater, Inc. has full authority to transfer any and all property owned by either the corporate or association predecessor to this corporation.

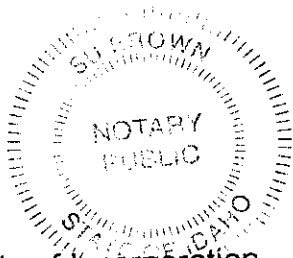
Dated this 11<sup>th</sup> day of November 2003.

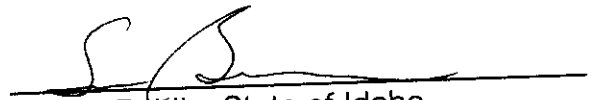
  
Thomas A. Hennigan

STATE OF IDAHO            )  
  ) ss.  
COUNTY OF Nez Perce    )

On this 11 day of November 2003, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Thomas A. Hennigan, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.



  
Notary Public, State of Idaho  
residing in Lewiston.  
My commission expires: 11-1-04

Article of Incorporation  
LEWISTON CIVIC THEATER, INC.