



CERTIFICATE OF INCORPORATION
OF

FRIENDS OF THE DOLLARHIDE HOUSE FOUNDATION, INC.

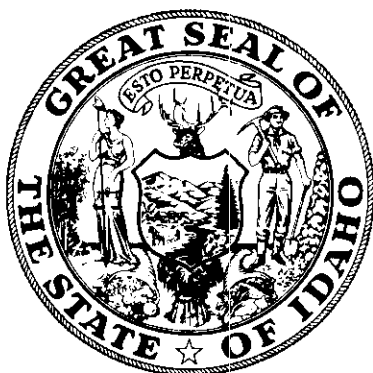
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF THE DOLLARHIDE HOUSE FOUNDATION, 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 December 16, 1985, 19 ____.



SECRETARY OF STATE

Corporation Clerk

RECEIVED
CLERK OF DISTRICT
COURT
13 DEC 18 11 19 19

RECEIVED
CLERK OF DISTRICT
COURT

13 DEC 4 10 8 40

ARTICLES OF INCORPORATION

OF

FRIENDS OF THE DOLLARHIDE HOUSE FOUNDATION, INC.

The undersigned, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is FRIENDS OF THE DOLLARHIDE HOUSE FOUNDATION, INC.

ARTICLE II

NONPROFIT CORPORATION

This corporation shall be a nonprofit corporation.

ARTICLE III

DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV

PURPOSES

A. The corporation is organized and operated for the benefit of local artists, and for purposes that are beneficial to the public interest, and for the maintenance and operation of a building to be owned by the City of Ketchum, State of Idaho.

B. The corporation is organized exclusively as a publicly supported organization as defined by Section 509(a)(1), Internal Revenue Code and not as a private foundation under Section 501(c)(3), Internal Revenue Code and shall not engage in activities which will cause it to lose tax exempt status.

C. The corporation will normally receive at least one-third of its total support from governmental units and from contributions made directly or indirectly by the general public.

D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers or trustees 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 this article.

E. 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 any political activities, lobby or make grass roots expenditures for the purpose of influencing legislation.

F. The corporation may lease, buy, sell, use, mortgage, improve and otherwise deal in all types of property, real and personal, as may be necessary or appropriate in connection with the business of the corporation.

G. The corporation may also engage in any and all other lawful activities that presently or in the future, may legally be performed by a corporation organized under the laws of the State of Idaho provided that it shall first obtain the licenses as may be necessary to carry on such activities.

H. 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 509(a)(1), Internal Revenue Code.

ARTICLE V

MEMBERS

The corporation shall be comprised of one class of members and the corporation may issue certificates or other

instruments evidencing membership rights. The rights, powers and duties of the members shall be set forth in the bylaws of the corporation.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 201 First Avenue North, No. 7, Ketchum, Idaho 83340 and the name of the initial registered agent is Sheila M. Hunter.

ARTICLE VII

TRUSTEES

The control and management of the affairs of the corporation shall be vested in a board of trustees. The corporation shall have a minimum of one (1) and a maximum of nine (9) trustees, as determined by the bylaws of the corporation. The existing trustees of the corporation shall elect the successor trustees of the corporation. The number of trustees constituting the initial board of trustees is seven (7) and, until their successors are duly elected and qualified as provided in the bylaws of the corporation, the trustees shall be the following:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Sheila M. Hunter | Post Office Box 2701 Ketchum, Idaho 83340 |
| Sue A. Jacobsen | Post Office Box 773 Sun Valley, Idaho 83353 |
| Wilfred T. Lemon | Post Office Box 129 Hailey, Idaho 83333 |
| Anita S. McCann | Post Office Box 1252 Ketchum, Idaho 83340 |
| Dee Ford Potter | Post Office Box 4101 Ketchum, Idaho 83340 |
| Lyn L. Stallard | Post Office Box 550 Ketchum, Idaho 83340 |
| Lee W. Walton | Post Office Box 1093 Ketchum, Idaho 83340 |

ARTICLE VIII

INCORPORATORS

The incorporators of the corporation are the following:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Sheila M. Hunter | Post Office Box 2701 Ketchum, Idaho 83340 |
| Sue A. Jacobsen | Post Office Box 773 Sun Valley, Idaho 83353 |
| Wilfred T. Lemon | Post Office Box 129 Hailey, Idaho 83333 |
| Anita S. McCann | Post Office Box 1252 Ketchum, Idaho 83340 |
| Dee Ford Potter | Post Office Box 4101 Ketchum, Idaho 83340 |
| Lyn L. Stallard | Post Office Box 550 Ketchum, Idaho 83340 |
| Lee W. Walton | Post Office Box 1093 Ketchum, Idaho 83340 |

ARTICLE IX

DISSOLUTION

Upon the dissolution of the corporation, after payment or providing for the payment of all of the liabilities of the corporation, the assets of the corporation shall be disposed of exclusively by distribution to the Valley Artists Guild, Ketchum, Idaho.

ARTICLE X

INDEMNIFICATION

The trustees and officers of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation. The board of trustees may

provide, in the bylaws, that the corporation shall indemnify its officers, trustees, agents and other persons to the full extent now or hereafter permitted by the laws of the State of Idaho.

ARTICLE XI

AMENDMENT

These articles may be amended by majority vote of the members of the corporation.

IN WITNESS WHEREOF, the above-named incorporators have executed these articles of incorporation this 25th day of November, 1985.

Sheila M. Hunter
Sheila M. Hunter

Sue A. Jacobsen
Sue A. Jacobsen

Wilfred T. Lemon
Wilfred T. Lemon

Anita S. McCann
Anita S. McCann

Dee Ford Potter
Dee Ford Potter

Lyn L. Stallard
Lyn L. Stallard

Lee Whiting-Walton
Lee W. Walton

STATE OF IDAHO)
) ss.
County of Blaine)

On this 25th day of November, in the year 1985, before me, a Notary Public in and for said County and State, personally appeared Sheila M. Hunter, Sue A. Jacobsen, Wilfred T. Lemon, Anita S. McCann, Dee Ford Potter, Lyn L. Stallard, Lee W. Walton, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.



Notary Public for Idaho
Residing at Ketchum, Idaho