

**NONPROFIT ARTICLES OF INCORPORATION
OF
THE HARDY FOUNDATION, INC.**

FILED
DEC 23 3 30 PM '97
SECRETARY OF STATE
STATE OF IDAHO

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In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit as a Private Operating Foundation, and do hereby certify as follows:

**ARTICLE 1
NAME**

The name of the corporation is THE HARDY FOUNDATION, INC.

**ARTICLE 2
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE 3
PURPOSES**

The purposes for which the corporation is founded are as follows:

3.1 HISTORICAL PROPERTY PRESERVATION. (i) To preserve historic and/or architecturally significant structures by acquiring, rehabilitating and keeping such structures in a condition so that they may be viewed by the general public to promote their interest and understanding of the historical sites and the development of the history of the surrounding areas, and (ii) to preserve historically important and geographically diverse land areas by acquiring, conserving and otherwise making such areas available for public use.

3.2 EDUCATION. (i) To educate the general public on the historic value of the property; (ii) to promote interest in and knowledge of the historical community; and (iii) to educate the community and the general public on the benefits of preserving historic and architecturally significant structures and historically important and geographically diverse land areas by conducting tours of such structures and allowing the use of such land areas by the public for educational and research purposes.

IDAHO SECRETARY OF STATE

3.3 OTHER CHARITABLE PURPOSES. (i) To support charitable organizations by periodically providing the use of a historical structure operated as a movie theater without charge by The Hardy Foundation, Inc. to the organization for the purpose of allowing the organization to sponsor the viewing of silent films by the general public; (ii) To support charitable organizations by providing the periodic

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use of historical structures and historically important and geographically diverse land areas without charge to the organization for charitable purposes; and (iii) for the transaction of any lawful activity, except as otherwise restricted herein.

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

ARTICLE 4 MEMBERS

The corporation shall have no members.

ARTICLE 5 REGISTERED OFFICE

The registered office of the corporation is located at S. 1301 Vista Avenue, Boise, Idaho 83705.

ARTICLE 6 REGISTERED AGENT

The registered agent of the corporation, whose address is the same as that of the registered office of the corporation is EARL M. HARDY.

ARTICLE 7 BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be fixed from time to time by the Bylaws, but at no time shall the board be less than three (3) members nor more than nine (9) members. The names and addresses of the persons who are to act as the initial Board of Directors of the corporation, to serve until their successors have been selected are:

- (1) ROGER MARTELL
101 S. Capitol Boulevard, Suite 1800
Boise, Idaho 83702
- (2) EARL M. HARDY
P.O. Box 5711
Boise, Idaho 83705
- (3) ANITA K. HARDY
310 Lomita Avenue
Santa Fe, NM 87501

The selection process for board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the corporation.

ARTICLE 8 INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

EARL M. HARDY
P.O. Box 5711
Boise, Idaho 83705

ARTICLE 9 DISSOLUTION

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation, pursuant to the Bylaws, entitled to vote, such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

ARTICLE 10 AMENDMENTS

Amendments to these Articles shall require the affirmative vote of a majority of the members of the Board of Directors of the corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code § 30-3-90.

ARTICLE 11 ORGANIZATION

The affairs of the corporation shall be managed by its Board of Directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however, a quorum shall not be less than the greater of one-third (1/3) of the number of directors in office or two (2) directors. The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE 12
RESTRICTIONS

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code. The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under § 4942 of the Internal Revenue Code of 1954 and the corporation shall not engage in any act of self-dealing (as defined in § 4941(d) of such Code), retain any excess business holdings (as defined in § 4943(c) of such Code), make any investments referred to in § 4944 of such Code, or make any taxable expenditures (as defined in § 4945(d) of such Code) in such manner as to subject the corporation to tax pursuant to § 4945.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these Articles of Incorporation this 18th day of December, 1997.



EARL M. HARDY, Incorporator

STATE OF IDAHO)
 SS.
COUNTY OF ADA)

On this 18th day of December, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared EARL M. HARDY, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Diana K. Moore
Notary Public for the State of Idaho
Residing in: *Baise*
My Commission Expires: *5-14-2003*