

CERTIFICATE OF INCORPORATION
OF

THE FRIENDS OF THE FESTIVAL, INC.

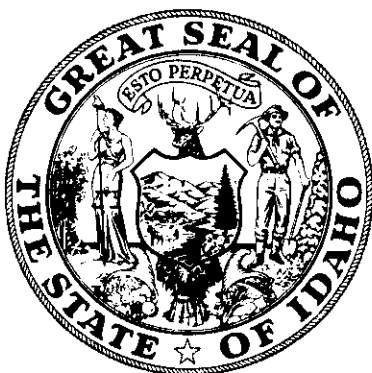
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

THE FRIENDS OF THE FESTIVAL, 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 May 31, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE FRIENDS OF THE FESTIVAL, INC.

ARTICLE I

The name of this corporation is THE FRIENDS OF THE FESTIVAL, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

The corporation is to have members. The qualifications and rights of the members shall be set forth in the By-Laws.

ARTICLE VI

The management of the corporation shall be vested in the Board of Directors. The existing Directors shall elect successor Directors.

ARTICLE VII

The number of directors of the corporation is five (5).

ARTICLE VIII

The names and addresses of the initial Directors are as follows:

Ginny Robideaux
1230 Birch Haven Drive
Sagle, ID 83860

Sally Lindemann
6000 Highway 2
Sandpoint, ID 83864

Jane Clark
431 St. Clair
Sandpoint, ID 83864

Rosetta Wesley
P. O. Box 1467
Sandpoint, ID 83864

Jane Haynes
502 Lakeview Lane
Sandpoint, ID 83864

ARTICLE IX

The name and address of the initial registered agent and the initial registered office is:

Ginny Robideaux
1230 Birch Haven Drive
Sagle, ID 83860

ARTICLE X

Upon dissolution of The Friends of the Festival, Inc., the 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.

ARTICLE IX

The name and address of the incorporator is:

William H. McAdam, Jr.
Attorney at Law
127 S. First
P.O. Box 1425
Sandpoint, ID 83864

DATED this 29th day of May, 1985.



WILLIAM H. McADAM, JR.
Incorporator

I declare that I am the person that executed the above Articles of Incorporation and such instrument is my act and deed.




WILLIAM H. McADAM, JR.

STATE OF IDAHO)
) ss.
County of Bonner)

On this 29th day of May, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM H. McADAM, JR., known 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 seal the day and year in this certificate last above written.



NOTARY PUBLIC - STATE OF IDAHO
Residing at: Sandpoint