



CERTIFICATE OF INCORPORATION
OF

GASLIGHT PLAYERS, INC.

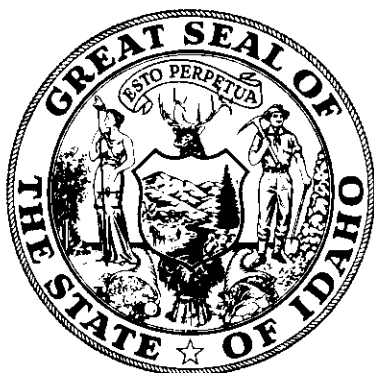
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GASLIGHT PLAYERS, 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 _____ September 11 , 19 84 .



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artisch

Corporation Clerk

ARTICLES OF INCORPORATION
OF
GASLIGHT PLAYERS, INC.

ARTICLE ONE

NAME

The name of the corporation is GASLIGHT PLAYERS, INC.

ARTICLE TWO

STATUS

The corporation is a nonprofit corporation.

ARTICLE THREE

AUTHORIZATION

This corporation shall proceed under Title 30 Chapter 3, of the laws of the State of Idaho, or such laws as may be hereinafter enacted effecting the status and operation nonprofit corporations.

ARTICLE FOUR

PURPOSE

The purpose for which the corporation is formed is as follows:

(a) To prepare and present theatrical productions for the interest and enjoyment of the community; to sponsor other theatrical entertainment; and to further theatrical arts education.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code Section 501 subdivision (c)(3).

ARTICLE FIVE

PLACE OF BUSINESS

The principal place of business shall be at General Delivery, in the City of Troy, in the County of Latah, in the State of Idaho.

ARTICLE SIX

FUNDING

This corporation is to be financed under the following general plan:

(a) By annual assessment of membership fees;

(b) Charitable contributions; and

(c) Sale of tickets of admission to theatrical performances put on in furtherance of the purposes of this corporation.

Under the provisions of the above cited statutes, the corporation does not intend to issue shares of stock.

ARTICLE SEVEN

DURATION

The existence of the proposed corporation is perpetual, from the date hereof.

ARTICLE EIGHT

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is nine (9) and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
(1) Ron Berger	Rt 1 Box 210 E, Troy, Idaho 83871
(2) Nancy Berger	Rt 1 Box 210 E, Troy, Idaho 83871
(3) Douglas W. Whitney	P.O. Box 134, Troy, Idaho 83871
(4) Duane Baker	Box 422, Troy, Idaho 83871

- (5) Dan Bixler Rt 1 Box 208, Troy, Idaho 83871
- (6) John F. Porter Box 441, Troy, Idaho 83871
- (7) Melodee Rich Box 243, Troy, Idaho 83871
- (8) Clancy Potratz 425 Sunset Dr., Moscow, Idaho 83843
- (9) Hildur Lovell Rt 1 Box 145, Troy, Idaho 83871

The directors named in these articles of incorporation as the first board of directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. Thereafter the term of office of each director shall be three (3) years and until the third annual meeting of members following his election and until his qualification of a successor in office of such director, providing however, that in order to provide staggered terms of directors and preserve the continuity of said board, the initial election of directors shall be divided into three (3) classes; the first consisting of three (3) directors serving for one (1) year; the second consisting of three (3) directors serving for a term of two (2) years; and the third consisting of three (3) directors who shall be elected to a term of three (3) years.

ARTICLE NINE

INCORPORATORS

The name and street address of the incorporator is John F. Porter, Box 441, Troy, Idaho, 83871.

ARTICLE TEN

OFFICERS AND MEMBERS

The qualifications required of officers and members are as follows:

Any natural person who is interested in participation in the theater arts or the promotion of theater arts education and who has paid the current annual membership assessment or dues.

The chairman of the board of directors, the president and the vice president must be members of the board of directors; but other officers may be elected or appointed who are not members of the board of directors.

ARTICLE ELEVEN

PROHIBITED ACTIVITIES

Other provisions of these articles of incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall distribute its income for each taxable year at such time in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE

DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain for profit for the members thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision of the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious and/or scientific purposes and which has established its tax exempt status under Section 501 subdivision (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the District Court of the County in which this corporation principal office is located, on petition herefore by any person concerned in liquidation.

ARTICLE THIRTEEN

BOARD OF DIRECTORS

The board of directors shall be a self-perpetuating body. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the

then remaining directors, shall within a reasonable time, fill the vacancy, or vacancies, until the next scheduled election of directors wherein a director, or directors, shall be elected for the remaining portion of that term so as to not disturb the staggered terms of the board of directors.

ARTICLE FOURTEEN

INITIAL REGISTERED OFFICE

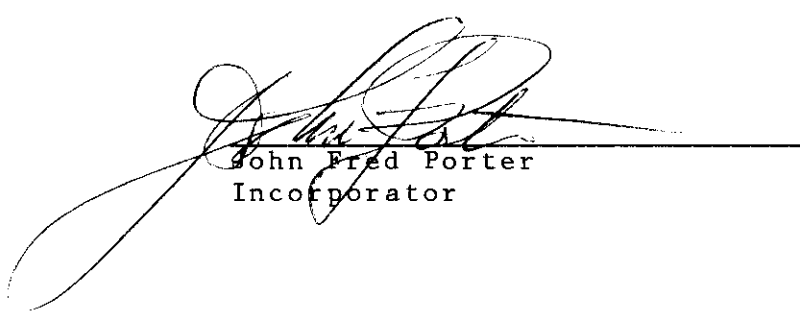
The initial registered office of the corporation shall be located at 406 Michael Drive, Troy, Idaho, 83871.

ARTICLE FIFTEEN

INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be John F. Porter, whose address is 406 Michael Drive, Troy, Idaho, 83871.

IN WITNESS WHEREOF, the incorporator has executed these articles of incorporation at Troy, Idaho on the 3rd day of September, 1984.


John Fred Porter
Incorporator