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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LAKELAND ARTS COUNCIL, 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 LAKELAND ARTS COUNCIL, 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 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Dennis

Corporation Clerk

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF
LAKELAND ARTS COUNCIL, INC.

KNOW ALL BY THESE PRESENTS that we, the undersigned incorporators, all of whom are citizens of the United States and the State of Idaho and of legal age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Idaho and hereby do make, acknowledge and declare the following to be our Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be LAKELAND ARTS COUNCIL, INC.

ARTICLE TWO

The duration of this corporation shall be perpetual.

ARTICLE THREE

The corporation is formed for the objects and purposes of preserving and celebrating the diversity of the North Idaho area through the promotion and sponsorship of entertaining and educational experiences in the Arts. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

This corporation shall be authorized and empowered to:

- A. Acquire, own, hold, mortgage, dispose of, and invest its funds in real and personal property in furtherance of the purposes for which the corporation is organized;
- B. Pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles;
- C. Make assessments and charges to members to pay the cost and expenses of the corporation and to further its purposes;

D. Enforce payment of assessments and charges by action or by forfeiture of membership, or both, provided notice of such proposed action is given in writing to the member before commencement of such action or such forfeiture, or both; and

E. Perform any lawful acts necessary and advisable in furtherance of the purposes for which the corporation is organized.

Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE FOUR

This corporation shall be a non-profit corporation and shall have no capital stock. No dividends or pecuniary profits or assets of the corporation shall be declared or paid, or otherwise be distributable to its members, directors or officers. Upon the dissolution and winding up this corporation, after paying or adequately providing for the debts and obligations of the corporation, any remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for purposes compatible with purposes for which this corporation is organized and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or any 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. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, Idaho, exclusively for purposes, or to organizations organized and operated exclusively for purposes, compatible with the purpose for which this corporation is organized, as said Court shall determine.

ARTICLE FIVE

This corporation shall have members who shall not be personally liable for debts, liabilities or obligations of the corporation.

ARTICLE SIX

This corporation shall have six (6) classes of members: student, individual, family, sustaining, life and honorary. All

classes of members, except honorary members, shall be entitled to vote. Each voting member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.

ARTICLE SEVEN

At any meeting of members, members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the members, unless the vote of a greater number is required by law.

ARTICLE EIGHT

The management of the affairs of this corporation shall be vested in a board of nine (9), twelve (12) or fifteen (15) directors, the exact number to be specified in the Bylaws. Directors shall be elected at the time and in the manner set forth in the Bylaws.

ARTICLE NINE

The directors of this corporation shall be divided into three (3) classes. At the first annual meeting of members, one-third (1/3) of the number of directors specified in the Bylaws shall be elected as Class A Directors, whose terms shall expire at the second annual meeting of members; one-third (1/3) of the number of directors specified in the Bylaws shall be elected as Class B Directors, whose terms shall expire at the third annual meeting of members; and one-third (1/3) of the number of directors specified in the Bylaws shall be elected as Class C Directors, whose terms shall expire at the fourth annual meeting of members. At each annual meeting after the first annual meeting of members, the appropriate number of directors shall be elected for three (3) years to replace the Directors of the class whose terms expire at such annual meeting of members.

ARTICLE TEN

The number of directors constituting the initial Board of Directors is nine (9), who shall not be classified. The names and addresses of the persons who are to serve as directors until their successors are elected and qualified are:

Jean Robson	W. 2510 Hidden Valley Rd. Rathdrum, ID 83858
Debbie Waddell	695 Winchester Rathdrum, ID 83858
Steve Crowder	1250 Springcreek Rd. Rathdrum, ID 83858
Sharon Denny	E. 440 Park Street Rathdrum, ID 83858
Jim Stein	Box 165 Rathdrum, ID 83858
Diann Wilhelm	847 Lemhi Rathdrum, Id 83858
Robert Bateman	709 Tudor Rathdrum, ID 83858
Kurt Leonard	9895 Valley Way Rathdrum, ID 83858
Susie Scarcello	N. 3100 Silver Lane Rathdrum, ID 83858

ARTICLE ELEVEN

The street address of the initial registered office of the corporation is:

W. 2510 Hidden Valley Road
Rathdrum, ID 83858

The name of the initial registered agent of the corporation at such address is:

Jean Robson

ARTICLE TWELVE

The names and street addresses of the Incorporators of this Corporation are:

Jean Robson
W. 2510 Hidden Valley Rd
Rathdrum, Id 83858

Debbie Waddell
695 Winchester
Rathdrum, Id 83858

IN WITNESS WHEREOF, these Articles of Incorporation are executed on the 17th day of December, 1991.

Jean Robson
JEAN ROBSON, Incorporator

Debbie Waddell
DEBBIE WADDELL, Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 17 day of December, 1991, before me, the undersigned Notary Public in and for said state, personally appeared JEAN ROBSON known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

WITNESS my hand and official seal.

Paul R. Kroeger
Notary Public for Idaho
Residing at: POST FALLS, ID
Commission expires: 1/2/93

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 17 day of December, 1991, before me, the undersigned Notary Public in and for said state, personally appeared DEBBIE WADDELL known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

WITNESS my hand and official seal.

Paul R. Kroeger
Notary Public for Idaho
Residing at: POST FALLS, ID
Commission expires: 1/2/93