



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

STUDIOS 310, A NONPROFIT CORPORATION

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 STUDIOS 310, A
NONPROFIT CORPORATION

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 5, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

of

STUDIOS 310,

A NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States and of lawful age, for the purpose of forming a nonprofit association pursuant to 30-301 et seq., Idaho Code, and for the purposes expressed herein, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the association is STUDIOS 310, a nonprofit corporation.

ARTICLE II.

The association is a nonprofit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purposes for which the association is formed are educational and charitable, more particularly:

1. To encourage the growth and development of individual artists and to promote the arts in Pocatello, Idaho.

2. To engage in any other lawful activities as be necessary or appropriate so long as such activities are consistent with the meaning and intent of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V.

In the event of the dissolution of the association or the winding up of its affairs, the association's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or to organizations created and operated for nonprofit purposes similar to those for the association.

ARTICLE VI.

Except for the initial board of directors, whose names are in these Articles of Incorporation, the board of directors shall be elected or appointed as provided in the Bylaws.

ARTICLE VII.

Provisions for the regulations of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the bylaws as adopted by the group.

At all times, and notwithstanding change of name, merger, consolidation, reorganization, termination, dissolution, or winding up of this association, voluntary or involuntary or by operation of law, or any other provision hereof:

A. The association shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it any time from qualifying as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereinafter referred to as "The Code"), contributions to which are deductible for Federal Income Tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for the purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

C. The Association shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No part of the activities of the Association shall consist of carrying propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law; nor shall it participate or intervene in any manner, or to any extent, in a political campaign in behalf of any candidate for public office, whatever, by publishing or distributing statements or otherwise.

E. At no time shall the Association engage in any activities which are unlawful under the laws of the United States of America, the State of Idaho, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

F. No compensation, loan or other payment shall be paid or made to any officer, board member, creator or organizer of the association, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons or private individual (under prohibition contained in Section 501(c)(3) of the Code).

G. No solicitation of contributions to the association shall be made and no gift, bequest or devise to the corporation shall be accepted, upon any condition or limitation which, in the opinion of the association, may cause the corporation to lose its Federal Income tax exemption.

H. The association shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

J. The association shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

ARTICLE VIII

Membership may be evidenced by a certificate of membership rather than stock. The voting rights and incidents of membership of all members shall be equal and no member may have or acquire a greater interest therein than any other member. All other provisions regarding membership shall be as provided in the by laws.

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers 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 Article IV.

ARTICLE X.

The address of the initial registered office of the corporation and the name of its initial registered agent at such

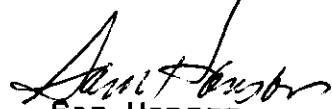
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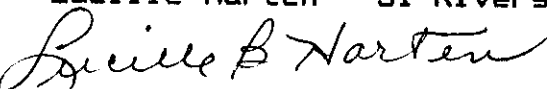

Sam Hanson

326 So. 9th Ave.,
Pocatello, Idaho 83201

ARTICLE XI.

The names and addresses of the members of the incorporating board of directors are as follows:

 Sam Hanson	326 So. 9th	Pocatello, Idaho, 83201
Brent Lowman	806 Washington	Pocatello, Idaho, 83201
Lucille Harten	51 Riverside Dr.	Pocatello, Idaho, 83204



ARTICLE XII

The title, name and address of each incorporating officer is:

President, Sam Hanson, 326 So. 9th, Pocatello, Idaho 83201

Vice president, Brent Lowman, 806 Washington, Pocatello, Idaho
83201

Secretary-treasurer, Lucille B. Harten, 51 Riverside,
Pocatello, Idaho 83204

IN WITNESS THEREOF, we have signed and acknowledged these
Articles of Incorporation on this day of , 1985.

Sam Hanson

Lucille B. Harten

Brent Lowman