



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ART GUILD OF MAGIC VALLEY, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **July,** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located at **Twin Falls** in the County of **Twin Falls** and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **July**, A.D., 19 **61**.

Secretary of State.

1 ARTICLES OF INCORPORATION OF THE
2 ART GUILD OF MAGIC VALLEY, INC.

3 KNOW ALL MEN BY THESE PRESENTS:

4 That we, the undersigned, all being of full age and
5 bona fide residents of the State of Idaho, have this day voluntarily
6 associated ourselves together for the purpose of forming a non-
7 profit corporation under the provisions of Chapter 11 of Title 30,
8 Idaho Code.

9 AND WE DO HEREBY CERTIFY:

10 I.

11 That the name of said corporation shall be "ART GUILD
12 OF MAGIC VALLEY, INC."

13 II.

14 The objects, purposes and powers of this corporation
15 are:

16 (1) To unite the artists and those interested in art.

17 (2) To advance the study, participation and interest
18 in art throughout the area of Magic Valley; to sponsor art exhibits,
19 displays and demonstrations; to sponsor courses and classes in art
20 and to sponsor lectures and courses in art appreciation.

21 (3) To engage in any activity that is, or appears to
22 be necessary or convenient with the purposes set forth in paragraphs
23 (1) and (2) above, including, but not limited to the following:

24 a. To own, build, construct, lease, operate and man-
25 age any building necessary in order to provide a
26 common meeting place for the members of this corpor-
27 ation.

28 b. To purchase, own, lease, hold, construct buildings
29 for the use of this corporation and exercise all priv-
30 ileges of ownership of such real and personal property
31 as may be or may become necessary for the furtherance
32 of the objects and purposes of this corporation.

1 c. This corporation shall have each and all of the
2 powers given to such corporations by the statutes of
3 the State of Idaho as now existing or as hereafter
4 amended but not limited by the generality of the fore-
5 going.

6 d. This corporation shall have the right through its
7 officers and directors to borrow money for any purposes
8 or object whatsoever in any way connected with, related
9 to, required for, or necessary for the carrying out of
10 the purposes and objects of this corporation and to
11 make, issue and deliver in return for any moneys bor-
12 rowed, notes, debenture bonds, certificates or other
13 evidences of indebtedness that the directors or the
14 officers may from time to time decide upon, and to
15 secure the payment of any such evidence of indebtedness
16 that may be issued, by mortgages or deeds of trust
17 covering both real and personal property of the corpor-
18 ation, or by assignment of the income of the corporation.

18 III.

19 The original members of this corporation shall be all
20 those persons who are bona fide members of the Art Guild of Magic
21 Valley, an unincorporated association, in good standing at the time
22 these articles are filed, and such other persons who may in the
23 future be admitted to membership in the corporation in accordance
24 with the By-Laws of this corporation, it being specifically provided
25 that the said corporation may provide for the admission of such
26 future members in such manner and method and under the authority
27 of Section 30-1108, Idaho Code.

28 IV.

29 The corporation shall have its registered office in
30 the city of Twin Falls, County of Twin Falls, State of Idaho, and
31 the Post Office address of the registered office of this corporation

in the State of Idaho shall be Box 534, Twin Falls, Idaho.

V.

The term for which this corporation shall exist is perpetual from and after the date of its incorporation.

VI.

The Directors, officers and members of this corporation shall be as follows:

(1) Said corporation shall be managed by a Board of Directors of not less than five or more than one hundred members, which said Board shall have charge and management of the real estate and personal property of the corporation and the promotion, operation and management of said corporation. The exact number, terms and qualifications shall be as provided by the By-Laws.

(2) The officers shall be as provided by the By-Laws of the corporation.

(3) The rights and interests of all members shall be equal and no member can have or acquire a greater interest in the corporation than any other member and no member of the corporation shall be allowed more than one vote on any question.

(4) The corporation shall not issue any capital stock but shall issue membership certificates to each member.

(5) Membership certificates shall be nontransferable and subject to revocation under termination as provided in the By-Laws of the corporation.

VII.

The corporation shall be operated on a non-profit basis for the mutual benefit of its members. It is anticipated that there will not be a profit or surplus, but if a profit or surplus does in fact occur, then such profit or surplus shall be used to further the objects and purposes of the corporation provided, however, that in no event shall the profits or surplus of the corporation be paid to the members of the corporation.

VIII.

That in accordance with the provisions of Section 30-

1 1102 Idaho Code an election was held on the 15th day of June,
 2 1961 for the purpose of electing at least five Directors of the
 3 Board under which said corporation elects to operate, said election
 4 being held at 1101 Highview Lane at 8:00 p.m. at Twin Falls, Idaho,
 5 Twin Falls County, Idaho. That a notice of the time and place of
 6 the holding of said election of Directors was given by publication
 7 of a notice to said effect once a week for three consecutive weeks
 8 to-wit: May 25, 1961, June 1, and June 8, 1961 in the Twin Falls
 9 Times News, a newspaper published in said city of Twin Falls and by
 10 posting a like notice for the same period of time in a conspicuous
 11 place, 1101 Highview Lane, Twin Falls, Idaho, where said election
 12 was held. That at such meeting a quorum of the members of the
 13 Art Guild of Magic Valley being present a majority of the members
 14 present voted for and there were elected as Directors of said cor-
 15 poration the following persons, to-wit:

NAME	RESIDENCE
Evanelle Henkelman	Twin Falls, Idaho
Micky Marshall	Murtaugh Twin Falls, Idaho
Nora Mary Stowe	Twin Falls, Idaho
Jean Carlson	Twin Falls, Idaho
Betty Evans	Twin Falls, Idaho

22 IX.
 23 That this corporation shall have the right to adopt
 24 a set of By-Laws in accordance with the provisions of Section 30-
 25 1108 Idaho Code.

26 X.
 27 The By-Laws of this corporation may be repealed, amen-
 28 ded and new By-Laws enacted as follows:

29 (1) At any regular meeting of the members of the cor-
 30 poration or any special meeting, at which the intention
 31 is to so repeal, amend or adopt new By-Laws is stated
 32 in the notice calling said meeting, by a majority of

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 LAWYERS
 TWIN FALLS, IDAHO

1 all those present at the meeting; or,

2 (2) By a two-thirds vote of the members of the Board
3 of Directors at any regular meeting of said Board or
4 at a special meeting of said Board called for said
5 purposes.

6 XI.

7 These articles of incorporation may be amended in any
8 manner at any regular meeting of the members of this corporation by
9 a vote of a majority of a quorum attending such meeting, provided
10 public notice of the intention to amend the articles of incorporation
11 shall have been given by publication at least once a week for three
12 weeks in a newspaper published in Twin Falls County, Idaho. The pub-
13 lished notice shall designate the meeting at which it is intended
14 to vote on the proposition of amending the articles of incorporation,
15 and shall state the manner in which it is intended to amend the ar-
16 ticles of incorporation and the time and place of said regular meeting.

17 XII.

18 All meetings of the members of this corporation shall be
19 held pursuant to notice of the time and place given to each member
20 by the Secretary mailing the same by ordinary mail at least ten days
21 prior to such meeting. After notice has been so given, the members
22 present at such meeting shall constitute a quorum for the transaction
23 of the business of this corporation. There shall be at least one
24 such meeting each year held on the fourth monday of May of each year
25 and as many other meetings of the members as are necessary to trans-
26 act the business of the corporation.

27 XIII.

28 The names and the residences of the incorporators are
29 as follows:

30 NAME	RESIDENCE
31 Evanelle Henkelman	Twin Falls, Idaho

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Micky Marshall
Noramary ~~Nora Mary~~ Stowe
Jean Carlson
Betty Evans

Mortzough
~~Twin Falls~~, Idaho
Twin Falls, Idaho
Twin Falls, Idaho
Twin Falls, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands
this 20th day of July, 1961.

Evanelle Henkelman
Micky Marshall
Noramary Stowe
Jean Carlson
Betty L. Evans

STATE OF IDAHO)
County of Twin Falls) ss.

On this 20th day of July, 1961, before me, the under-
signed, a Notary Public in and for said State, personally appeared
Evanelle Henkelman, Micky Marshall, Nora Mary Stowe, Jean Carlson
and Betty Evans, known to me to be the persons whose names are sub-
scribed to the foregoing instrument, and acknowledged to me that
they 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.

John R. Coleman
Notary Public for Idaho
Residing at Twin Falls, Idaho.