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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE PALOUSE 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 THE PALOUSE 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: February 13, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Dawkins

**Articles of Incorporation
of
The Palouse Arts Council, Inc.
A Not-for-Profit Corporation**

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We, the undersigned natural persons of eighteen years or more, acting as incorporators for the purpose of creating a not-for-profit corporation under the laws of the State of Idaho do hereby set forth:

- 1. The name of the corporation shall be The Palouse Arts Council, Inc.**
- 2. The period of duration of the corporation shall be perpetual.**
- 3. The purposes for which the corporation is organized are:**

To foster, promote and increase the public knowledge and appreciation of the arts, exclusively by educational activities, by encouraging, facilitating, and sponsoring performances, exhibitions, classes, and other public art activity primarily in Latah County, Idaho, and Whitman County Washington, and undertaking such other programs and services such as planning, research, and fundraising as are deemed necessary to encourage participation of the arts by all citizens of the Idaho and Washington area.

- 4. The corporation is to have the following class of members:**
 - As determined in by-laws -**
- 5. Directors of the corporation shall be elected in the following manner:**
 - As determined in by-laws -**
- 6. The address of the initial registered office of the corporation is:**

**Post Office Box 8604
1813 Joseph Street
Moscow, ID 83843**

The name of the initial registered agent at the above address is:

Linda Canary.

7. The number of directors constituting the initial board of directors shall be 5, and the names and addresses of the persons who shall serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Mr. Jim Gael	1813 Joseph St., Moscow, ID 83843
Mr. Bob Greene	512 So. Main St. , Moscow, ID 83843
Mr. Edwin Clark	1110 South Hill Terrace #4 , Moscow ID 83843
Ms. Micki Panttaja	1878 Conestoga, Moscow, ID 83843
Ms. Shelly Werner	117 South Almon, Moscow ID 83843

8. The names and addresses of all the incorporators are:

Ms. Linda Canary	P.O. Box 8604 , Moscow, ID 83843
Mr. Edwin Clark	1110 South Hill Terrace #4, Moscow, ID 83843
Ms. Mikki Panttaja	1878 Conestoga, Moscow, ID 83843

9. In addition to the powers granted corporations under the laws of the State of Idaho, the corporation shall have full power and authority to make distributions, in keeping with corporate purposes to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

10. It is provided that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein set forth.

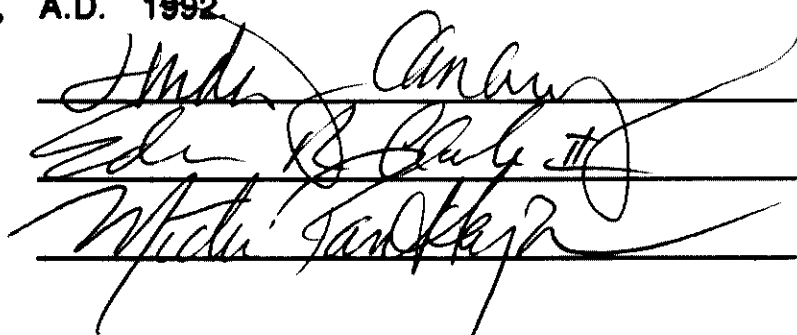
A substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation,

contributions to which are deductible under section 170(2) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

It is further provided that upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN TESTIMONY WHEREOF, we have hereunto set our hands this the thirtieth day of January, A.D. 1992.

Three handwritten signatures are written over three horizontal lines. The first signature is 'Linda Canary', the second is 'Edwin Clark III', and the third is 'Micki Pantlaja'.

State of Idaho

State of Washington

Latah County

Whitman County

January 30, 1992, appeared Linda Canary,
Edwin Clark & Micki Pantlaja.

Dicki J. Leas

10-22-96