

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ACTORS' ENSEMBLE & CONSERVATORY, INC.

File number C 115065

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 ACTORS' ENSEMBLE & CONSERVATORY, 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: May 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

May 22 3 20 PM '96

ACTORS' ENSEMBLE & CONSERVATORY, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. Name. The name of the corporation is Actors' Ensemble & Conservatory, Inc.

ARTICLE II. Purpose. The purpose of the corporation is to engage in providing the communities with professional live theatre and a conservatory and in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III. Duration. The period of duration of the corporation is perpetual.

ARTICLE IV. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 2604 West Idaho Street, Boise, Idaho 83702. The name of the corporation's initial registered agent at such address is Trisha Sugarek.

ARTICLE VI. Charter Members: The initial charter members are:

- | | |
|--------------------|---|
| 1] Trisha Sugarek, | 2604 West Idaho St., Boise, Idaho 83702 |
| 2] Trish Donoghue, | 930 N. Maple Grove, Boise, Idaho 83702 |
| 3] Jodeen Revere, | 1022 Aldape Cove, Boise, Idaho 83712 |
| 4] Joseph Devlin, | 930 N. Maple Grove, Boise, Idaho 83702 |
| 5] John Sugarek, | 1267 Escobar St., Martinez, California |
| 6] Colt Wright, | 439 Shirley, Boise, Idaho 83703 |

ARTICLE VII. Directors. The number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the membership or until their successors are elected and qualify are:

Trisha Sugarek
2604 W. Idaho Street
Boise, Idaho 83702

Trish Donoghue
930 N. Maple Grove
Boise, Idaho 83702

Jodeen Revere
1022 Aldape Cove
Boise, Idaho 83712

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ARTICLE VIII. Bylaws. The directors shall meet at a date deemed timely by the directors and adopt a set of bylaws to govern the future operations of the corporation. Adoption and enactment of the bylaws shall take place when a majority of the charter membership are in favor of said adoption.

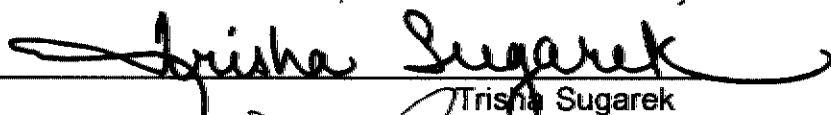
ARTICLE IX. Dissolution. Should a decision to dissolve the corporation be voted upon by the membership and put into effect, the assets of the corporation shall be liquidated and disbursed firstly to any outstanding liabilities, and thereafter to another like non-profit corporation in the theatre community.

ARTICLE X. Tax Reporting. For federal, state, and local tax reporting purposes it is intended that this corporation shall be formed under the non-profit 501-C3 rules and regulations.


ARTICLE XI. Incorporator. The name and address of the incorporator is:

Trisha Sugarek
2604 West Idaho Street
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of May, 1996.



Trisha Sugarek



Trish Donoghue



Jodeen Revere