

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

The Producer, Inc.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation shall be The Producer, Inc.

ARTICLE II: DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III: NON-PROFIT CORPORATION

This corporation shall be a non-profit corporation organized exclusively for educational, charitable and scientific purposes. The corporation shall have no members.

ARTICLE IV: PURPOSE

The purposes for which this corporation is formed are as follows:

1. To educate the citizens and provide opportunities for the performance of live jazz in all its forms and modern music in all its forms, jazz, classical and popular, to promote the ability for citizens to hear high quality performances and participate in high quality performances in community venues in the Moscow area. The purpose is to encourage live musical performances through the provision of services, management, facilities, educational programs, lectures, conferences, exhibitions and other similar programs open to the public and by promoting public interest, knowledge, understanding and participation in arts, culture, and the humanities, especially as they reflect the history and development of modern music in all its forms, jazz, classical and popular.

ARTICLES OF INCORPORATION
The Producer, Inc.

IDAHO SECRETARY OF STATE
02/01/2010 05:00
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2. In furtherance of the educational purpose of the corporation, to engage in independent study, research, analysis and performance of modern music based in Moscow, Idaho, to commission new modern musical compositions and to publish the results of its commissions, studies, research and analysis and share the fruits of these labors consistent with the educational purpose of the corporation.

3. To conduct any lawful activity in any lawful manner to further the purposes stated above, provided that the purposes for which this corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed by the Board of Directors, the initial number of which shall be no fewer than four (4). The number of members of the Board of Directors, and the manner of their election, shall be fixed by the Bylaws. The number of members of the Board of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director. The term of each director shall be three years. The meetings of the Board of Directors shall be open to the public.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

Name

Address

1. Linda Pall
2. Dodie Dozier

304 East A Street, Moscow, ID 83843
304 North Blaine, Moscow, ID 83843

3. Alan Gemberling
4. Jeanne McHale

2118 Cambridge Court, Moscow, ID 83843
1012 Tolo Trail, Moscow, ID 83843

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 304 East A Street, Moscow, Idaho, 83843 and the postal address is PO Box 8656, Moscow, Idaho 83843. The registered agent of the corporation shall be Linda Pall whose business is 304 East A Street, Moscow, Idaho, 83843, and whose home address is also 304 East A Street, Moscow, Idaho 83843.

ARTICLE VII: INTERNAL AFFAIRS

The provisions for the regulation of internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation are:

a. **No Private Benefit.** No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation or any private individual, (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any other corporate assets on dissolution of the corporation. The funds of the corporation shall be entirely devoted to carrying out its educational activities, research, study and publications.

b. **Legislative and Political Activities.** No 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 (including the publication or distribution of statements) any political activities or campaign on behalf of, or against, any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

c. Distribution of Assets Upon Dissolution. Upon the dissolution of the corporation or the winding-up of its affairs, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, exclusively to like-minded educational, charitable or scientific organizations. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE VIII: AMENDMENT

To amend these Articles of Incorporation, the Board of Directors shall adopt a resolution setting forth the proposed amendment and then submit the same to a vote of the directors. The proposed amendment shall be adopted upon receiving at least a simple majority vote of the directors.

ARTICLE IX: NON-PROFIT

This corporation is not organized for profit. There shall be no capital stock. Private property of the directors shall not be liable for the debts, liabilities or obligations of the corporation.

ARTICLE X: BYLAWS

The directors of the corporation shall have the power to adopt Bylaws consistent with the laws of the State of Idaho and these Articles, which shall provide and shall designate the manner in which the purposes of the corporation shall be carried out.

ARTICLE XI: INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

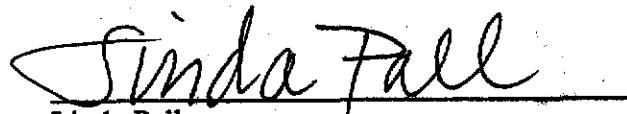
Name

Address

Linda Pall

304 East A Street, Moscow, ID 83843.

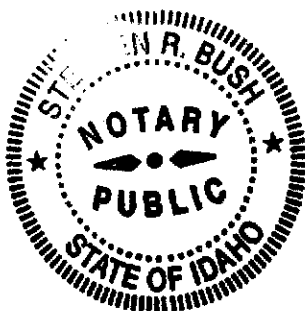
IN WITNESS WHEREOF, the incorporator hereinabove named, has set her hand in duplicate this 27th day of January, 2010.


Linda Pall

STATE OF IDAHO)
 :SS.
County of Latah)

On this 27th day of January, 2010, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LINDA PALL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date and year in this certificate first above written.



Steven R. Bush
Notary Public in and for the
State of Idaho, residing at
Moscow, therein.
My Commission expires: July 21, 2015