



CERTIFICATE OF INCORPORATION
OF

MOSCOW MARDI GRAS, INC.

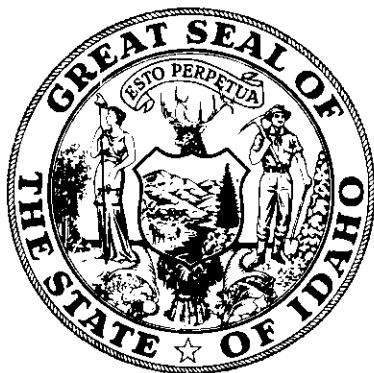
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MOSCOW MARDI GRAS, 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 October 28th, 19 84



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
MOSCOW MARDI GRAS, INC.

OCT 26 9 10 AM '84
SECRETARY OF STATE

The undersigned, all of whom are citizens of the United States, do hereby associate together for the purpose of forming, and do hereby form, a nonprofit corporation under the Idaho Nonprofit Corporation Act, and do hereby certify:

ARTICLE I

The name of the corporation is Moscow Mardi Gras, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The initial registered office of the corporation is located at 125 East Third, in the city of Moscow, Latah County, Idaho. The initial registered agent at such address is Ms. Charlotte Buchanan.

ARTICLE IV

Section 1. Purposes:

1.1 The purpose of the corporation is to provide a community event for promotion and support of the arts and creativity, with an outreach to the regional population.

1.2 The corporation is a nonprofit corporation within the meaning of Idaho Code section 30-305(a) and organized exclusively for charitable, educational, and scientific pursuits as fall under the above stated purpose, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as now stated, or as it may be hereafter amended.

Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of any 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 section one above.

2.2 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 any political campaign on behalf of any candidate for public office.

2.3 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 as now stated, or as it may be hereafter amended or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 as now stated, or as it may be hereafter amended.

2.4 No member, director, or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Directors for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

2.5 It is the intent of the incorporators that this corporation shall be formed and operated in such a way as to be classified under section 501(c)(3) of the Internal Revenue Code as a corporation, contributions to which are deductible, and not as a private foundation.

Section 3. Powers:

The corporation shall have all powers which are now or are hereafter conferred by law upon a corporation organized for the purposes set forth above, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations and conditions prescribed by law or in the corporation's Articles of Incorporation or bylaws.

ARTICLE V

The management of the corporation will be vested in a board of no less than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and power and duties of directors shall be such as are prescribed by the bylaws of the corporation.

ARTICLE VI

The corporation will have members, but until such membership is organized as prescribed by the bylaws of the corporation, the board of directors of the corporation shall constitute the members of the corporation. The class(es), manner of election or appointment, time and place of meeting, and qualifications and rights of such future members shall be set forth in the bylaws.

ARTICLE VII

The authority to make, alter, amend or repeal bylaws is vested in the board of directors, pursuant to Idaho Code section 30-309 and may be exercised at any regular or special meeting of the board, provided that prior written notice of said meeting is given to the directors in the manner to be prescribed by the bylaws of the corporation.

ARTICLE VIII

The names and addresses of the initial board of directors who will hold office until their respective successors are elected in the manner to be prescribed by the bylaws of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ms. Charlotte Buchanan	615 N. Jefferson, Moscow, Idaho
Ms. Catherine Rouyer	415 N. Hayes, Moscow, Idaho
Ms. Kathy Ecton	101 N. Hayes, Moscow, Idaho
Mr. David Giese	326 E. Sixth, Moscow, Idaho
Mr. William Bowler	404 N. Hayes, Moscow, Idaho
Mr. Douglas W. McConnel II	3145 S. Lincoln, Moscow, Idaho
Mr. Terry Armstrong	1531 Borah Avenue, Moscow, Idaho

ARTICLE IX

The names and addresses of the incorporators are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Ms. Catherine Rouyer	415 N. Hayes, Moscow, Idaho
Ms. Kathy Ecton	101 N. Hayes, Moscow, Idaho
Ms. Charlotte Buchanan	615 N. Jefferson, Moscow, Idaho
Mr. David Giese	326 E. Sixty, Moscow, Idaho
Mr. William Bowler	414 N. Hayes, Moscow, Idaho

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands
this 8th day of October, 1984.


Ms. Catherine Rouyer


Ms. Kathy Ecton



Ms. Charlotte Buchanan


Mr. David Giese


Mr. William Bowler

STATE OF IDAHO)
) ss.
COUNTY OF LATAH)

On this 8th day of October, in the year of 1984,
before me, the undersigned a Notary Public in and for said State,
personally appeared the above named incorporators, known or identified
to me to be the person whose names are subscribed to the within instrument,
and acknowledged to me that they executed the same.


Notary Public in and for the
State of Idaho, residing at
MOSCOW