

# State of Idaho

## Department of State

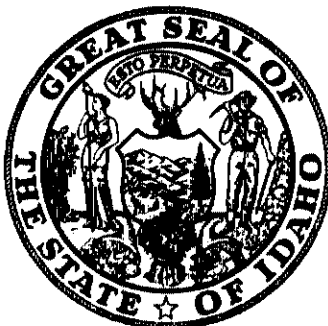
### CERTIFICATE OF INCORPORATION OF

GOOD NEIGHBOR ART GUILD, 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 GOOD NEIGHBOR ART GUILD, 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: January 27, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

# ARTICLES OF INCORPORATION

OF

**GOOD NEIGHBOR ART GUILD, INC.**

(A Nonprofit Corporation)

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IDAHO SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of 21 years, do hereby execute and make the following Articles of Incorporation for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3, of the Idaho Code, and we do hereby certify:

## ARTICLE 1 NAME

The name of the corporation shall be the GOOD NEIGHBOR ART GUILD, INC.

## ARTICLE 2 PURPOSES

The purposes for which the corporation is organized are (1) to promote the arts within the community and surrounding areas; (2) to promote an art program to the community in the education of art and art appreciation; and (3) to establish a permanent dwelling for workshops, classes, dissemination of information, and matters of a similar nature.

## ARTICLE 3 DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

## ARTICLE 4 REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 716 Locust Street, Kimberly, Idaho, which shall also be the mailing address. Mary Kopydlowski shall be the registered agent at the address set forth above.

## ARTICLE 5 POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Title 30, Chapter 3, of the

Idaho Code and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE 6 MEMBERSHIP CERTIFICATES

This corporation shall not have capital stock. Each member shall be issued a membership certificate and shall have one vote. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

## ARTICLE 7 INCORPORATORS

Following are the names and mailing addresses of the incorporators:

<u>Name of Incorporator</u>	<u>Mailing Address</u>
Mary F. Kopydlowski	716 Locust Street Kimberly, ID 83341
Barbara M. Homan	506 Wiseman Street Hansen, ID 83334
Rose Kerr	307 Lincoln Street Kimberly, ID 83341
Ed Spiers	287 First Street East Hansen, ID 83334

## ARTICLE 8 MANAGEMENT

The business of the corporation shall be managed by a board of four directors. A director shall hold office as provided in the by-laws. The incorporators listed in Article 7 above shall serve as directors until the first annual meeting of members or until their successors are elected and qualified.

## ARTICLE 9 RESTRICTION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to 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 federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE 10 DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court 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 11 BY-LAWS

The initial By-laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have set our hands this 15<sup>th</sup> day of January, 1993.

Mary F. Kopydlowski  
Mary F. Kopydlowski

Barbara M. Homan  
Barbara M. Homan

Rose Kerr  
Rose Kerr

Ed Spiers  
Ed Spiers

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 15th day of January, 1993, before me, a notary public for Idaho, personally appeared Mary F. Kopydlowski, known or identified 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 the day and year first above written.

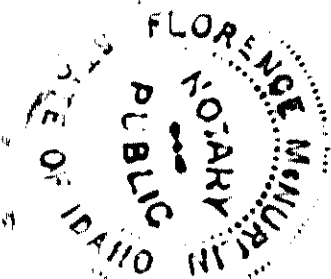


Florence McMurled  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls  
Commission expires 7-7-95

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 15th day of January, 1993, before me, a notary public for Idaho, personally appeared Barbara M. Heman, known or identified 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 the day and year first above written.



Florence McMurled  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls  
Commission expires 7-7-95

STATE OF IDAHO )

) ss.

County of Twin Falls )

On this 15<sup>th</sup> day of Jan, 1993, before me, a notary public for Idaho, personally appeared Rose Kerr, known or identified 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 the day and year first above written.



Florence McMurkin  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls  
Commission expires 7-7-95

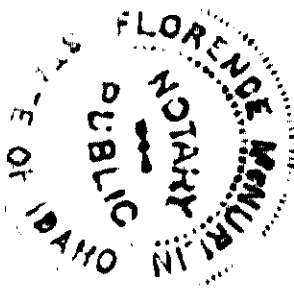
STATE OF IDAHO )

) ss.

County of Twin Falls )

On this 15<sup>th</sup> day of January, 1993, before me, a notary public for Idaho, personally appeared Ed Splers, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Florence McMurkin  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls  
Commission expires 7-7-95

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