

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

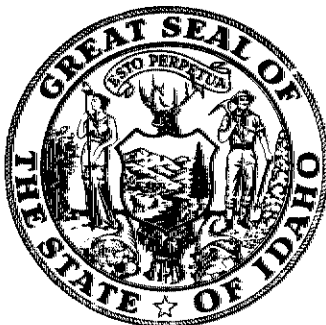
AMBASSADOR PRODUCTIONS, INC.

File number C 117671

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 AMBASSADOR PRODUCTIONS, 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: December 31, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alisa Hadden

ARTICLES OF INCORPORATION
OF
AMBASSADOR PRODUCTIONS, INC.

DEC 31 1996
IDAH0 SECRETARY OF STATE
DATE 12/31/1996 J-51343
CK #: 1042 DIST# 74046
INC NONPROFIT
30.00=39.00
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The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I - NAME

The name of the Corporation is **AMBASSADOR PRODUCTIONS, INC.**

ARTICLE II - NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The location of the Corporation is in the County of Ada and in the State of Idaho. The address of the initial registered office is 4584 Ramblin Rose Drive, Meridian, Idaho 83642-5640, and the name of the initial registered agent at this address is Gary L. Montgomery.

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To provide opportunities for the development, sharing and expression of talents in the performing arts.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI - LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of 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 any candidate for public office. Notwithstanding any other provisions 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 of 1986, as amended from time to time.

ARTICLE VII - NO MEMBERS

The Corporation shall not have any members.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Eric T. Garner	4565 Goldenrod Avenue, Meridian, Idaho 83642
J. Wayne Irish	4465 Lewis & Clark Drive, Meridian, Idaho 83642
Gary L. Montgomery	4584 Ramblin Rose Drive, Meridian, Idaho 83642

ARTICLE IX - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

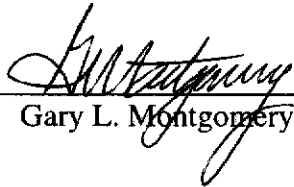
ARTICLE X - INCORPORATOR

The name and street address of the incorporator is Gary L. Montgomery.

ARTICLE XI - BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 31st day of December, 1996.

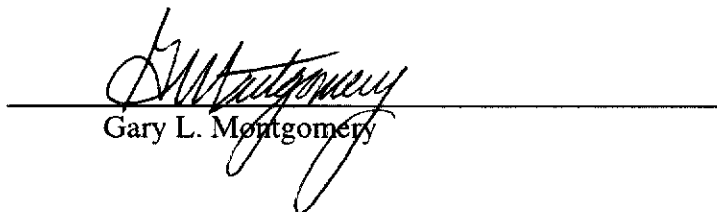


Gary L. Montgomery

STATE OF IDAHO)
 : ss.
County of Ada)

Gary L. Montgomery, being first duly sworn, upon oath, deposes and says:

That he is the incorporator named in the above-entitled Articles of Incorporation; that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true as he verily believes.



Gary L. Montgomery

1996.

SUBSCRIBED AND SWORN to before me this 31st day of December,

Marilyn Montgomery

Notary Public for Idaho

Residing at Meridian, Idaho

My Commission Expires: October 23, 2001

(SEAL)

