

FILED EFFECTIVE
2002 MAR 14 PM 2:25
CLERK OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
YELLOWSTONE CENTER FOR THE ARTS, INC.**

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.

The name of the corporation is Yellowstone Center for the Arts, Inc.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law), including for such purposes, but not limited to, contributing to educational institutions. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV.

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any other 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 reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors).

IDAHO SECRETARY OF STATE
2002 MAR 14 PM 05:00
CL: 6066637426 CT: 168271 BH: 660662
1 @ 30.00 = 30.00 INC NONP # 2

C/4/8/85

provided further that no director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501(c)(3) of the Code.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the

Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V.

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VI.

The address of the initial registered office of the corporation is 3611 N. River Road, Ashton, Idaho 83420, and the name of its initial registered agent at such address is Helen Bratt.

ARTICLE VII.

The address of the principal office of the corporation is 3611 N. River Road, Ashton, Idaho 83420.

ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

Helen Bratt

3611 N River Road
Ashton, ID 83420

Robert Bratt

3611 N River Road
Ashton, ID 83420

Stan Denali

13 Yellowrose Ranch
Alta, WY 83422

Eleni Colter

122 N 4th E #1
Rexburg, ID 83440

Cheyene Kooi

284 W Teewinot
Driggs, ID 83422

ARTICLE IX.

The name and address of the incorporator is:

Helen Bratt
3611 N. River Road
Ashton, Idaho 83420

Dated: Feb 27th, 2003.

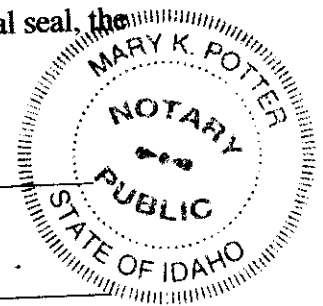

Helen Bratt, Incorporator

STATE OF IDAHO }
 } ss.
COUNTY OF FREMONT }

On this 27th day of February 2003, before me, the undersigned, a Notary Public in and for said state, personally appeared Helen Bratt, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

Mary K. Potter
Notary Public, State of Idaho
Residing at Ashton, ID
My commission expires: 2-21-08



3042567_1.DOC