



ARTICLES OF AMENDMENT (Non-profit)

FILED EFFECTIVE

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 3, Idaho Code, the undersigned
non-profit corporation amends its articles of incorporation as
follows:

FILED FEB -4 PM 3:12

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: Encore Theatre Company, ETC.
of Idaho, Inc

2. The text of each amendment is as follows: see attached

3. The date of adoption of the amendment(s) was: January 31, 2004

4. Manner of adoption (check one):

- ☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-3-90, Idaho Code, and was, therefore, adopted by the board of directors. (Please fill spaces below)
- a. The number of directors entitled to vote was: _____
- b. The number of directors that voted for each amendment was: _____
- c. The number of directors that voted against each amendment was: _____

- ☒ The amendment consists of matters other than those described in section 30-3-90, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote
was: 6

b. The number of members that voted for each
amendment was: 6

c. The number of members that voted against
each amendment was: 0

Dated: 2/3/05

Signature: Jonathan Perry

Typed Name: Jonathan Perry

Capacity: incorporator

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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IDAHO SECRETARY OF STATE
02/04/2004 05:00
CK: 5798 CT: 172235 BH: 725584
1 @ 30.00 = 30.00 NON PROF A # 2

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RESTATED ARTICLES OF INCORPORATION

OF

Encore Theatre Company, ETC of Idaho, Inc.

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CLERK OF STATE
STATE OF IDAHO

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 Encore Theatre Company, ETC of Idaho, Inc.

ARTICLE II. NONPROFIT STATUS

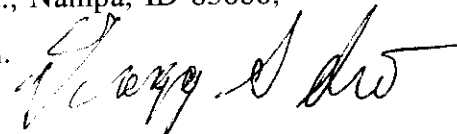
The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the County of Canyon, State of Idaho. The address of the initial registered office is 13351 Skyview St., Nampa, ID 83686, and the name of the initial registered agent at this address is Gregg Irwin.



ARTICLE V. PURPOSES

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

- A. To sponsor education and development in theater 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 organizations under such Section 501 (c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other thing 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 therefore, 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 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 Article V hereof. 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 publishing or distribution of statements) any political campaign on behalf of 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 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. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation.

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. Each Director of the Corporation shall, at all times, be a member of the Corporation. 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 addresses of the persons who are to act as the initial Board of Directors are:

<i>NAME</i>	<i><u>ADDRESS</u></i>
<i>Lori Blakeley</i>	<i>5150 S Willandra Way, Boise, ID 83709</i>
<i>Gregg Irwin</i>	<i>13351 Skyview St., Nampa, ID 83686</i>
<i>Jonathan Perry</i>	<i>1227 S Cassia Pl., Nampa, ID 83686</i>
<i>Jodi Perry</i>	<i>1227 S Cassia Pl., Nampa, ID 83686</i>
<i>Robert Shoquist</i>	<i>1085 S. Dale #204, Boise, ID 83706</i>
<i>William Henscheid</i>	<i>328 Holland Dr Nampa, ID 83651</i>

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE *X. 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 the 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.] or [. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit 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. [list names]] 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

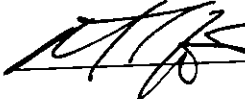
ARTICLE XI. INCORPORATOR

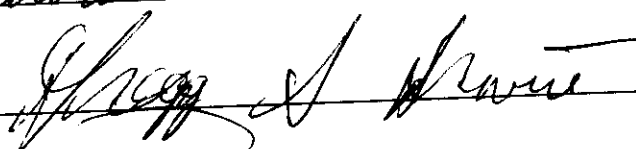
The name and street address of the incorporator is Robert Shoquist , 1085 S. Dale #204, Boise, ID 83706

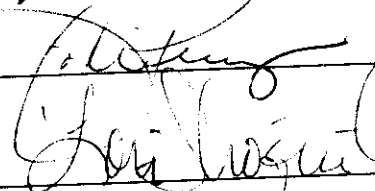
ARTICLE XII. BYLAWS

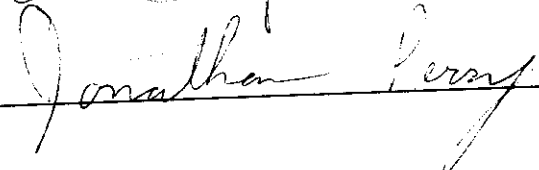
Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 31 day of January, 2004.



William D Henscheid


Gregg A Henscheid


Jonathan Perry


Jonathan Perry

"INCORPORATOR"