

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

COMPANY OF FOOLS, INC.

File number C 117798

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 COMPANY OF FOOLS, 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 9, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

ARTICLES OF INCORPORATION

OF JAN 9 2 15 PM '97

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COMPANY OF FOOLS, INC.

SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Idaho and we hereby certify that:

ARTICLE I

The name of this nonprofit corporation is COMPANY OF FOOLS, INC.

ARTICLE II

This nonprofit corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which this nonprofit corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific and primary charitable purposes for which this nonprofit corporation is formed are to engage in any lawful activity, including but not limited to the creation of a theater company, theater performances in the immediate and surrounding areas, and the providing of educational programming. This nonprofit

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corporation shall essentially direct its services and functions toward the people of the State of Idaho, but may extend its services and opportunities to all who otherwise qualify.

ARTICLE IV

This nonprofit corporation is organized pursuant to the authority of Title 30, Chapter 3, Idaho Code.

ARTICLE V

The initial registered office of this corporation shall be located at 100 Ridgeview Drive, Bellevue, Idaho in Blaine County, Idaho, and its post office address shall be:

P.O. Box 329
Hailey, Idaho 83333

The registered agent at such address is Denise Simone.

ARTICLE VI

This nonprofit corporation shall not have members.

ARTICLE VII

The authority and duties of the Board of Directors and the Officers of this nonprofit corporation, and all other matters for management and control of this nonprofit corporation shall be determined by the Bylaws of this nonprofit corporation and the laws of the State of Idaho.

ARTICLE VIII

The Board of Directors shall, at a minimum, consist of three directors. The name and address of the person who is the initial director and the Incorporator of this nonprofit corporation is:

Denise Simone
P.O. Box 329
Hailey, Idaho 83333

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STATE OF IDAHO

ARTICLE IX

One or more managers are authorized to exercise some or all of the powers which would otherwise be exercised by or under the authority of the Board of Directors, as more fully set forth in the Bylaws of this nonprofit corporation.

ARTICLE X

The private property of the directors and officers of this nonprofit corporation shall not be subject to the payment of association debts to any extent whatsoever.

ARTICLE XI

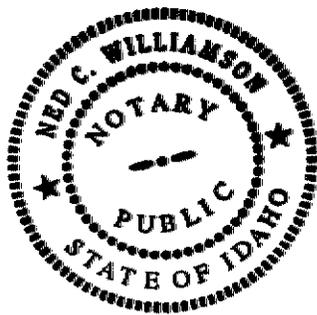
Upon the dissolution of this nonprofit corporation, the assets of the corporation shall be distributed to satisfy the known and unknown claims against this nonprofit corporation, pursuant to Idaho Code §§ 30-3-114 and 30-3-115, and then, subject to any contractual or legal requirement, to one or more persons described in section 501(c)(3) of the Internal Revenue Code or to those persons whom the corporation holds itself out as benefitting or serving.

IN WITNESS WHEREOF, for the purposes of conforming this nonprofit corporation to the laws of the State of Idaho, the undersigned, constituting the incorporator of this nonprofit corporation, have executed these Articles of Incorporation this 7th day of January, 1997.


Denise Simone
Incorporator

STATE OF IDAHO)
) ss.
County of Blaine)

On this 7th day of January in the year 1997, before me, a Notary Public in the State of Idaho, personally appeared DENISE SIMONE, known or identified to me, to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.



Ned Williamson
Notary Public for Idaho
Residing at: Nampa
My commission expires: 5-15-98