



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

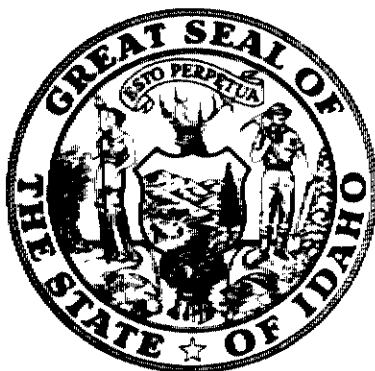
**THE LIMELIGHT ALLIANCE, INC.**

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 **THE LIMELIGHT ALLIANCE, 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 October 30, 19 87.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Soda Mantus*  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

THE LIMELIGHT ALLIANCE, INC.

An Idaho Non-Profit Corporation

RECEIVED

SEC. OF STATE

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THAT WE, the undersigned persons, acting as the incorporators of a corporation under the provisions of and in accordance with the Idaho Non-Profit Corporation Act, 30-301 et. seq., and consistent with the provisions of the Internal Revenue Code Section 501(c)(3), do hereby form and incorporate ourselves into a voluntary association for the purpose of establishing, maintaining and promoting theatrical productions, and to that end, adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

This corporation shall be known as THE LIMELIGHT ALLIANCE, INC., by which name it shall contract and be contracted with, sue and be sued, and transact all of its business, and the existence of said corporation shall be perpetual.

ARTICLE II: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be P. O. Box 1442, 101 Coeur d'Alene Ave., Apt. 1, Idaho, 83814. The name of the initial registered agent of the corporation at such address shall be Thomas C Nash.

ARTICLE III: PURPOSES

Said corporation is organized exclusively for educational purposes:

A. To produce theatrical productions through the use of actors, musicians, dancers, singers, directors, artists, designers, authors, producers, technicians, and all other individuals without limitation whose services result in such productions.

B. Further, to create, promote, develop, and otherwise to nurture and create the performing arts including, but not limited to stage plays, concerts, radio and television productions, musical compositions, performances, authors, playwrights, designers, and all other individuals whose talents and services pertain to the performing arts.

C. Further, to foster instruction and training of a high quality in the performing arts and its related operations.

D. To solicit funds, solicit donations, receive funds, receive donations, and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the principal or income there-from exclusively for the operational expenses of the corporation's educational, literary, scientific, and charitable purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, as amended.

#### ARTICLE IV: TAX EXEMPT RESTRICTIONS

No part of the net earnings 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 to any persons taking part in the productions, and to any other persons rendering service to said corporation, and only for services

actually rendered and except as otherwise made in furtherance of the purposes stated in Article III. No substantial part of the activities of the corporation shall be the carrying on of political propoganda, 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 this article, 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 of 1954 (or the corresponding provisions under any future United States Internal Revenue Law) or

B. by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

#### ARTICLE V: MEMBERSHIP

The corporation will have members. Membership in this organization shall be open to all who may apply without discrimination as to race, creed, color or national origin. Specific provisions for membership will be stated in the bylaws.

#### ARTICLE VI: DIRECTORS

A. There shall be three (3) Directors, designated as General Manager, Production Manager, and Administrative Manager,

serving on the first Board of Directors. The names and addresses of the first Board are the following:

General Manager: Thomas C. Nash, 101 Coeur d'Alene Ave., Apt. 1, Coeur d'Alene, Idaho, 83814

Production Manager: Michael G. Ward, 1906 Meadow Lane, Post Falls, Idaho, 83854

Administrative Manager: James Speirs, 101 Theresa Drive, Coeur d'Alene, ID 83814

B. The Directors shall have such authority and perform such duties as required for the management of the corporation, with specific responsibilities prescribed by the bylaws of the corporation.

C. The terms of office of the Directors shall be for one year, and subsequent directors shall be elected by the existing Board of Directors.

D. Two (2) of the members of the Board of Directors shall constitute a quorum.

#### ARTICLE VII: OFFICERS

The officers of the organization shall be a president, vice president, secretary and treasurer, and shall be elected by the Board of Directors. No person shall simultaneously hold the offices of both president and secretary. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving compensation from the organization for duties other than as a director or officer.

#### ARTICLE VIII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for civic, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Kootenai County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

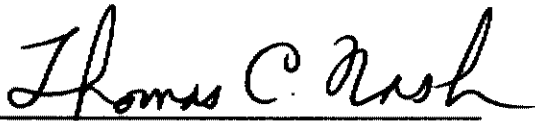
#### ARTICLE IX: INCORPORATORS


The names and addresses of the incorporators are as follows:

Thomas C. Nash, 101 Coeur d'Alene Ave., Apt. 1, Coeur d'Alene, Idaho, 83814

Michael G. Ward, 1906 Meadow Lane, Post Falls, Idaho, 83854

IN WITNESS WHEREOF, the incorporators hereinabove named have set their hands in duplicate this 27th day of October, 1987.

  
Thomas C. Nash

  
Michael G. Ward