

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO YOUTH ASSOCIATION FOR THE PERFORMING ARTS, INC.

File number C 112544

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 IDAHO YOUTH ASSOCIATION FOR THE PERFORMING ARTS, 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: November 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

Nov 2 12 40 PM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

IDAHO YOUTH ASSOCIATION FOR THE PERFORMING ARTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a citizen of the United States and a person of full legal age, pursuant to Sections 30-3-16, 30-3-17, and 30-3-18 of the Idaho Code, do hereby form a domestic nonprofit corporation organized for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 3, Title 30, of the Idaho Code, do hereby certify that:

ARTICLE I

The name of this Corporation shall be:

IDAHO YOUTH ASSOCIATION FOR THE PERFORMING ARTS, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of existence and duration of the life of this Corporation shall be perpetual.

IDAHO SECRETARY OF STATE

11/2/95 9:00:00 AM

Customer # 45692

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CORPORATION NON PROFIT

1 @ 30.00 = 30.00

ARTICLE IV

This corporation is **not formed for pecuniary profit** and shall never be operated for the purpose of carrying on a trade or business for profit. No part of the income, nor the assets of this corporation shall inure to the benefit of any of its members, directors or officers, or be applied or used for any purpose other than to further the objects and purposes of the corporation. The corporation shall pay for goods and services during the normal course of doing business and furthering the objectives and purposes of the corporation, including salaries, wages and fees. It is understood that members, directors or officers as well as those persons non-affiliated with the corporation who perform services or provide goods to the corporation will be reasonably compensated in a manner that will be in accordance with the tax-exempt status of the corporation.

ARTICLE V

The **purposes** for which this corporation is formed shall be pursuant to section 30-3-23, Idaho Code, and shall also include the following:

1. To foster, promote and increase the knowledge and ability of the youth of Idaho in the performing arts by organizing educational opportunities, and giving instruction, to groups and individuals, in classes and workshops.
2. To promote and encourage young performing artists such as musicians, dancers, actors, writers, composers, choreographers by organizing, supporting and maintaining community youth bands, orchestras, and dance and theatrical groups; and to provide and seek public performing opportunities for said bands, orchestras, and groups.

3. To promote, manage, record, copyright, patent, and otherwise foster and protect the works, productions or accomplishments of young Idaho performing artists and to enter into contracts and/or agreements with other persons, groups, corporations, or entities to do the same.

ARTICLE VI

Organized for the aforesated purposes and operating without a profit, this corporation shall have all the powers pursuant to Section 30-3-24, Idaho Code, and shall also include the following:

1. Generally, to promote musical, dance and theatrical education and culture among the youth of Idaho and to do all and every necessary, suitable, convenient or proper thing for the accomplishment of the purposes of this corporation;
2. To engage from time to time, or to establish, maintain and operate, a group or groups of performers, capable of performing for educational purposes herein stated, and to present such performances, in a manner compatible with the purposes this corporation;
3. To register, own and protect trade "names" or designations and original works of art, dance, music, and theater including all copyrights, patents, performance rights, and rights of compensation in all forms for the above said performing groups and for any products or endorsements of the corporation;
4. To rent, purchase or acquire in any manner for use, or own, maintain and operate a place or places suitable for such performances, and to do all things necessary and proper to accomplish the educational purposes stated herein;
5. To effect all arrangements desirable and necessary for obtaining works for performances, either old or new, and for disseminating the knowledge and production of such works to the public by way of performances in concerts, in schools, in institutions, in homes, and other places, by all means known to art and science;

6. To solicit, accept, hold and administer contributions received by deed, gift, will ordinance, statute or otherwise, as well as the proceeds of admission charges and other funds generated by the activities of the corporation, either in trust or otherwise, to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the educational purposes herein stated and permitted to like non-profit corporations by law;

7. Provided further, however:

A. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held;

B. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing or statements) in any political campaign in behalf of any candidate for public office;

C. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended;

D. The corporation shall not apply accumulation of income in any manner which may subject it to the denial of exemption as provided in Section 504 of the United State Internal Revenue Code as now enacted or as it may hereafter be amended;

E. Upon dissolution or if at any time, the corporation shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter by amended, and they shall be applied

exclusively for the education of the public in the performing arts in a manner to be appropriate to the said tax-exempt status;

8. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation nor the enjoyment and exercise thereof. This corporation is hereby vested with all the powers and authority conferred by the laws of the State of Idaho upon non-profit corporations organized under Chapter 3, Title 30, of the Idaho Code.

ARTICLE VII

This corporation shall have a single class of membership. The rights and interests of all members in this corporation shall be equal with respect to their membership in the corporation. The corporation may issue certificates of membership; however, evidence of membership shall be established by a membership roster maintained by the corporation.

The qualifications of membership and the terms and conditions of admission to membership, and the time, mode, conditions and effect of admission, expulsion, withdrawal from, and restoration to membership shall be as provided for in the bylaws of the corporation.

ARTICLE VIII

Each member of the corporation shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. A member may vote in person or by proxy as provided for in the bylaws. A quorum shall constitute having one-tenth of the members entitled to cast a vote represented in person or by proxy.

At each election of directors, every member entitled to vote at such election shall have the right to vote, in person or by proxy, and shall cast one (1) vote for the person of their choice to fill each director position to be elected.

ARTICLE IX

The affairs of the corporation shall be **managed by a board of directors**. Each director must be a member of the corporation. A director need not be a resident of the State of Idaho. The number, qualifications, terms of office, manner of election, duties and powers, and provisions for meetings, of the directors shall be set forth in the bylaws of the corporation. The number of directors, including the chairman of the board of directors constituting the initial board of directors shall be three (3) directors. The names and address of the initial board of directors is as follows:

William M. Morriss, Chairman
401 Lake Lowell Avenue
Nampa, Idaho 83686
(208) 467-4240

Ethan J. Morriss, Director
1213 1/2 First Street South
Nampa, Idaho 83651
(208) 466-7771

Deanne, Lowder, Director
7890 Candlewood Drive
Boise, Idaho 83709
(208) 323-0413

ARTICLE X

The **officers** of this corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall be elected by the board of directors as prescribed by the bylaws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the bylaws. An individual may serve both as a member of the board of directors and as an officer of the corporation. The powers, duties

and manner of election of officers shall be set forth in the bylaws or by written job description set forth in the minutes of the corporation authorizing the appointment of the officer, assistant or agent.

ARTICLE XI

The members of this Corporation shall not be liable for the debts, obligations and liabilities of this Corporation.

ARTICLE XII

The power to alter, amend or repeal the bylaws or to adopt new bylaws is hereby vested in and delegated to the board of directors of this corporation. The procedures for altering, amending or repealing the bylaws or adopting new bylaws shall be set forth in the bylaws.

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision or article contained in the articles of incorporation, in the manner now or in the future prescribed by statute. The articles of amendment shall be executed in duplicate and verified by the board of directors prior to recordation and shall set forth the information required in Section 30-3-93 of the Idaho Code. The articles of amendment shall be made in the following manner:

The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be either an annual or special meeting. The notice of the meeting shall be sent as prescribed in the bylaws. The proposed amendment shall be adopted, except as provided in section 30-3-90(1), Idaho Code, by the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less, which a quorum of the members present at the meeting in person or by proxy are entitled to cast.

ARTICLE XIV

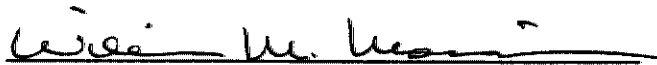
The location and post office address of the initial registered office of the Corporation in the State of Idaho shall be:

401 Lake Lowell Ave., Nampa, Idaho, 83686.

The initial registered agent of the Corporation at that address is:

William M. Morriss.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Corporation, have executed these Articles of Incorporation this 2nd day of November, 1995.

A handwritten signature in cursive script, appearing to read "William M. Morriss", is written over a horizontal line.

William M. Morriss, Incorporator