

**Articles of Incorporation
Of
High Desert Arts, Inc.**

FILED EFFECTIVE

We, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators under the Idaho Not Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation.

2006 MAY 22 AM 8:24
SECRETARY OF STATE
STATE OF IDAHO

- Article 1: The name of the corporation is High Desert Arts, Inc.
- Article 2: The purpose or purposes for which the corporation is organized are: To enhance, sustain and act as a catalyst for the development of educational and artistic resources by providing access to all persons of Idaho to the newest and most innovative approaches to art techniques and processes.
- Article 3: The street address of the registered office is 2405 East Deer Flat Road Kuna, ID 83634 and the registered agent at such address is Kathy A. Sewell.
- Article 4: The number of Directors shall be set at five. The five initial Board Members are:

Brenda Carter
336 North 9th Street
Payette, ID 83661

Suzan Schenk
2126 Thurston Ave.
Olympia, WA 98506

Deb Schenk
2405 East Deer Flat Road
Kuna, ID 83634

Kathy Sewell
2405 East Deer Flat Road
Kuna, ID 83634

Blue Mitchell
3016 SE 65th Ave.
Portland, OR 97206

- Article 5: The name of the incorporator is:

Kathy A. Sewell
2405 East Deer Flat road
Kuna, ID 83634

- Article 6: The mailing address of the corporation is:

High Desert Arts, Inc.
2405 East Deer Flat Road
Kuna, ID 83634

- Article 7: The Corporation does not have voting members.

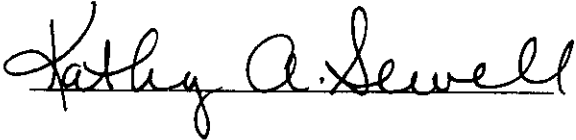
IDAHO SECRETARY OF STATE
05/02/2006 05:00
CK: 1246 CT: 199850 BH: 952500
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Article 8: No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501 (c) (3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended.

Article 9: Upon dissolution of the Corporation, all assets of the Corporation, after all debts and obligations have been satisfied, shall be distributed to such organization or organizations as the Board of Directors may designate and which shall be organized and operated exclusively for charitable, educational, religious or scientific purposes and at the time qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended.

Signature of Incorporator

A handwritten signature in black ink, reading "Kathy A. Sewell". The signature is written in a cursive style with a horizontal line underneath the name.

Kathy A. Sewell