



Department of State

**CERTIFICATE OF INCORPORATION
OF**

ST. MARIES COUNCIL FOR THE ARTS, 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 ST. MARIES COUNCIL
FOR THE 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 December 9, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra M. Anthony
Corporation Clerk

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SEC. OF STATE

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Articles of Incorporation
of

St. Maries Council For The Arts, Inc.
(A Non-profit Corporation)

The undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-profit Corporation Act, adopt the following Articles of Incorporation for such non-profit corporation:

First: The name of the non-profit corporation is St. Maries Council For The Arts, Inc.

Second: The corporation is a non-profit corporation organized pursuant to the Idaho Non-profit Corporation Act.

Third: The period of its duration is perpetual.

Fourth: The purposes for which this corporation is formed are as follows:

(a) to establish and maintain an arts council to present plays, dramas, musicals, revues and other productions of all kinds including a focus on theater for children;

(b) to offer seminars, workshops, and other classes in all arts disciplines;

(c) to establish and maintain such programs or services as will further the educational goals of the organization;

(d) to promote appreciation of, interest in, and understanding of the arts;

(e) to perform all other acts necessary or incidental to the above; and

(f) to have and exercise all the powers and authority and to engage in all activities now or hereafter allowed by law to non-profit corporations of the State of Idaho.

This corporation is organized exclusively for charitable, or educational purposes within the intent and meaning of Section

501(c)(3) of the Internal Revenue Code.

The corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, any other provisions of these articles notwithstanding.

Upon the winding up and dissolution of this corporation after paying or adequately providing for the debts and obligations of the corporation the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is an established tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Fifth: The address of the initial registered office of the non-profit corporation is 728 College Avenue, St. Maries, Idaho 83861 and the name of the non-profit's initial registered agent is Arlene Grose.

Sixth: Provisions for regulation of the internal affairs of the corporation are:

The board of directors shall be divided into three (3) classes of not less than three (3) members each. Classification of the directors will be determined by lot from among the board of directors elected at the initial annual meeting of the stock holders. The term of those directors within the first class will expire on the next succeeding year and their replacements will be elected to serve three (3) years. The terms of those directors falling in the second class will expire on the second succeeding year and their replacements will be elected to serve three (3) years in a like manner. The terms of those directors falling in the third class will expire on the third succeeding year and their replacements will be elected to serve three (3) year terms in the same manner as prescribed for those directors falling in class 1 and 2 above. Interim replacement of directors will be in the manner set forth in the corporation by-laws.

Seventh: The number of directors constituting the initial board of directors is nine. The name and address of each director constituting the initial board of directors is as follows:

Ellen Liddell	130 S. 10th Str., St. Maries, ID 83861
Mary Brumbaugh	Box 525, St. Maries, ID 83861
Arlene Grose	Rt. 2, Box 125, St. Maries, ID 83861
Barbara Rinard	P.O. Box 9, St. Maries, ID 83861
Barbara Harpole	130 Riverdale, St. Maries, ID 83861
Vicky Thorp	Rt. 1, Box 117A, Plummer, ID 83851
Jennifer Sharp	Rt. 1, Box 208, St. Maries, ID 83861
Martha Darter	Rt. 4, Box 70, St. Maries, ID 83861
Margaret Anderson	P.O. Box 243, St. Maries, ID 83861

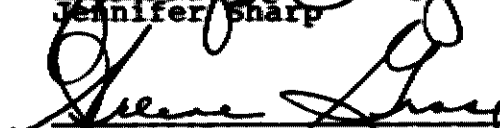
Eighth: The name and street address of each incorporator is as follows:

Ellen Liddell	130 S. 10th Str., St. Maries, ID 83861
Jennifer Sharp	Rt. 1, Box 208, St. Maries, ID 83861
Arlene Grose	Rt. 2, Box 125, St. Maries, ID 83861

DATED this 3rd day of December, 1987.


Ellen Liddell


Jennifer Sharp


Arlene Grose

STATE OF IDAHO)
 : ss.
County of Benewah)

On this 3rd day of December, 1987, before me, the undersigned, personally appeared ELLEN LIDDELL, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

Teresa E. Smith
Notary Public in and for Idaho
Residing at St. Maries
Commission expires: 8/18/93

STATE OF IDAHO)
 : ss.
County of Benewah)

On this 3rd day of December, 1987, before me, the undersigned, personally appeared JENNIFER SHARP, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

Teresa E. Smith
Notary Public in and for Idaho
Residing at St. Maries
Commission expires: 8/18/93

STATE OF IDAHO)
 : ss.
County of Benewah)

On this 20th day of November, 1987, before me, the undersigned, personally appeared ARLENE GROSE, known to me to be the person whose name is subscribed to the foregoing instrument

and acknowledged to me that she executed the same.

Teresa E. Smith
Notary Public in and for Idaho
Residing at St. Marie
Commission expires: 8/18/93