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ARTICLES OF INCORPORATION
OF

STATE OF IDAHO

PROFESSIONAL PHOTOGRAPHERS OF IDAHO, INC.

(an Idaho nonprofit corporation with members)

IDAHO SECRETARY OF STATE

02/12/1996 09:00
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The undersigned, acting as incorporator, of a non-profit corporation ("Corporation"), organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code "Act," adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the corporation is Professional Photographers of Idaho, Inc.

ARTICLE II. NONPROFIT STATUS.

The corporation is a non-profit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Idaho Falls, County of Bonneville, State of Idaho. The address of the initial registered office is 312 N. Ridge, Idaho Falls, Idaho 83402, and the name of the initial registered agent at this address is LEON LARSEN.

ARTICLE V. PURPOSES.

The purposes for which the Corporation is organized and will be operated are as follows:

A. The object and purpose of this association shall be to develop, improve, promote and advance the photographic industry and the photographic profession; to develop, improve and promote good relations with the consuming public; to create, foster, promote and maintain cordial relations, cooperation and interchange of thought, opinion, and information among it's members; to oppose the violation and infringement of rights of professional photographers in their products; to encourage sound business methods and practices, having to do with the activities of the association and the members thereof; to

work for the fair treatment of the photographic industry by governmental agencies; and to simulate trade and promote the general interests of the members of the association.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

D. Notwithstanding any other provision of these articles, 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 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by any corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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 these articles, the Corporation shall not carry on any

other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than twelve (12) individuals, each of whom, at all times, shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Brian Brown	Brown Photography 1500 Jones Street, Ste. "G" Idaho Falls, Idaho 83401
Bill Williard	Bill Williard Photography 4568 North Waterfront Way Boise, ID 83703
Jeri Rainer	Rainer's Photography 825 North Mountain View Moscow, ID 83843
Judy Clark	Clark Photography Post Office Box 310 Mendon, UT 84325

Tamara Hobbs

Hobbs Mackley Designer Portraits
925 North 700 East #1
Logan, UT 84321

Dennis Hammon

Hammon Photography
505 Farnsworth Way
Rigby, ID 83422

Evelyn Hymas

Hymas Photography
Route 1 Box 4
Moore, ID 83255

Matt Green

437 East Baseline
Rupert, Idaho 83350

Ed Hahn

280 Ronglyn
Idaho Falls, Idaho 83401

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Leon Larsen, Hart Photography, 312 North Ridge, Idaho Falls, Idaho 83402.

ARTICLE XII. BYLAWS.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XIII. TAX RESTRICTIONS.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in furthering services on behalf of or for the benefit of the Corporation. In addition, the Corporation shall:

A. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law;

B. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law;

C. Not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law; and

D. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

E. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from

time to time.

ARTICLE XIV-- AMENDMENTS

Amendments to these Articles of Incorporation may be made by the Board of Directors of the Corporation.

DATED this 4 day of February, 1998.




LEON LARSEN, Incorporator

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 4 day of February, 1998, before me the undersigned, a Notary Public for Idaho, personally appeared LEON LARSEN, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in the capacity of Incorporator of Professional Photographers of Idaho, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 1/13/2000

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