

**ARTICLES OF INCORPORATION  
(Non-Profit)**

**FILED EFFECTIVE**

2014 FEB 12 PM 4: 11

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE 1.**

The name of the corporation shall be: GOODING RESTORATION FOR ENTERTAINMENT, ART & THEATER, INC.

**ARTICLE 2.**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The primary charitable purposes of the corporation will be to provide for the restoration of the historic Schubert Theater in Gooding, Idaho and the use of that facility for musical concerts, plays and productions to foster the appreciation of drama and the musical arts in the Gooding County, Idaho, area.

**ARTICLE 3.**

The street address of the registered office 1824 E. 1750 S., Gooding, Idaho and the registered agent at such address is Lonnie LeaVell.

**ARTICLE 4.**

The board of directors shall consist of no more than seven (7) people. The names and addresses of the initial directors are:

Lonnie LeaVell	1824 E. 1750 S., Gooding, Idaho 83330
Charmy LeaVell	1824 E. 1750 S., Gooding, Idaho 83330
Karolyn K. Gains	1808 E. 1750 S., Gooding, Idaho 83330

**ARTICLE 5.**

The names and addresses of the incorporators are Lonnie LeaVell and Charmy LeaVell, 1824 E. 1750 S., Gooding, Idaho 83330.

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IDAHO SECRETARY OF STATE  
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1824 E. 1750 S., Gooding, Idaho 83330

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**ARTICLE 6.**

The mailing address of the corporation shall be 1824 E. 1750 S., Gooding, Idaho 83330.

**ARTICLE 7.**

The corporation does not have voting members.

**ARTICLE 8.**

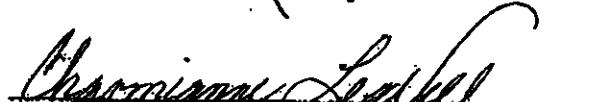
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 9.**

Upon the dissolution of the corporation, its remaining assets after payment of its just debts and obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Dated this 17<sup>th</sup> day of February, 2014

  
LONNIE LEAVELL, Incorporator

  
CHARMY LEAVELL, Incorporator