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SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation

Northwest Sacred Music Chorale, Inc.

The undersigned, for the purpose of forming a corporation under the provisions of the Idaho Code 30-3-1 *et seq.*, hereby adopt the following Articles of Incorporation:

Article One Name of Corporation

The name of the corporation shall be "Northwest Sacred Music Chorale, Inc." hereinafter referred to as "Corporation."

Article Two Duration of Corporation

The period of existence of the Corporation shall be perpetual.

Article Three Purposes, Powers, Limitations, Prohibited Activity

3.1 Purposes

The Corporation is formed to promote and preserve the tradition of sacred choral music by giving singers in the Coeur d'Alene area the opportunity to participate in a community choir that performs quality sacred choral music. This corporation shall be charitable in nature and educational (as defined by Section 501 (c) (3) of the Internal Revenue Code (Hereinafter "Code"). To that end, its purposes shall include, but not be limited to, the following:

- (1) To receive, hold, and invest, and administer funds and property, and provide funding for the operations of the Northwest Sacred Music Chorale for the purpose of development and expansion of its desire to provide the residents of north Idaho and northeastern Washington (the "Inland Northwest") the opportunity of self-expression through sacred music and kindred fields, and to present to the people of the Inland Northwest the opportunity of seeing worthwhile musical productions.

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- (2) To provide a source of income which shall be distributed to the Northwest Sacred Music Chorale for operating expenses, capital improvement, or other purpose for benefit of said non-profit corporation. Corporation shall not invade or use such income for any purpose which conflicts with the provisions of Section 501 (c) (3) of the Code and its regulations as they now exist or as they may be hereinafter amended.
- (3) To provide support for maintaining, improving, enlarging and extending the services and staff of the Northwest Sacred Music Chorale and its real and personal property holdings.
- (4) To solicit and encourage contributions to fund its activities and carry out its purposes.
- (5) To otherwise enhance the charitable purposes of the Northwest Sacred Music Chorale.

All terms and provisions of these Articles of Incorporation and all purposes, powers, and activities of the Corporation shall be construed, applied, and carried out so as to not conflict with Section 501(c)(3) of the Code.

3.2 Powers

The scope and magnitude of the operations of the Northwest Sacred Music Chorale shall be determined solely by its Board of Directors. In general, and subject to such limitations and conditions as are, or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the Corporation, the corporation shall have the authority to (a), engage in any and all activity incidental or conducive to attainment of the purposes of the Corporation set forth in paragraph 3.1 above and to (b), exercise any and all powers authorized or permitted under such laws as are now, or hereafter applicable or available to the Corporation.

3.3 Limitations

- (1) *Non-Profit Status:* The Corporation shall not have nor issue shares of stock. The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the Corporation or to any private individual, and the Corporation shall not be authorized or empowered to pay any compensation to its directors or officers for their services as such, except that the Corporation may pay reasonable compensation for services to the Corporation performed by the Corporation's directors or officers who are in the employ of the Corporation.
- (2) *Distributions; Dissolution:* No director or officer of the Corporation and no other private individual shall be entitled to share in the distribution of any corporate asset upon dissolution of the Corporation. Upon such dissolution, after paying or making adequate provisions for payment of all liabilities of the Corporation, all remaining

assets of the Corporation shall be distributed by the Board of Directors to the Northwest Sacred Music Chorale. Should the Northwest Sacred Music Chorale not then be in existence, such remaining assets shall be distributed to any such successor organization which also qualifies as a tax-exempt organization under Section 501 (c) (3) of the Code, and any amendments thereto, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be distributed to a nonprofit organization that has similar goals to this corporation.

3.4 Prohibited Activity

- (1) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501 (c) (3) organizations under the Code, and the Corporation shall not participate in, or intervene in, including publication or distribution of statements, any political campaign on behalf of any candidate for public office.
- (2) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Code, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Code.
- (3) The Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941 (d) of the Code, from retaining any excess business holdings as defined in Section 4943 (c) of the Code which would subject the Corporation to tax under Section 4943 of the Code, from making any investments which would subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945 (d) of the Code. If Section 4942 of the Code is deemed applicable to the Corporation, it shall make distributions in such time, in such manner to avoid being subject to tax under Section 4942 of the Code.

Article Four Membership of the Corporation

There shall be no members of the Corporation.

Article Five Directors of the Corporation

5.1 Number and Election

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors, their qualifications and terms of office, the manner in which they are selected

and may be removed from office, the rules and procedures regarding their meetings, and their powers and duties, shall be as prescribed in the Bylaws of the Corporation.

5.2 Initial Directors

The initial Board of Directors shall consist of directors, who shall manage the affairs of the Corporation according to the provisions herein and in the Bylaws. The names and addresses of the initial Board of Directors shall be as follows:

Group One

Carolyn Keefer of 3729 Nicklaus Drive, Coeur d'Alene, ID 83815;
Bob Brooks of 8359 Audubon Drive, Hayden Lake, ID 83835;
Sharon Leonard of 303 Military Drive, Coeur d'Alene, ID 83814.

Group Two

Lee Coppess of 7061 East Hayden Haven, Hayden Lake, ID 83835;
Myrna Tarnasky of 12301 Strahorn Road, Hayden Lake, ID 83835;
Charlene Bittick of 5880 N. Magellan Court, Coeur d'Alene, ID 83814.

The initial term of office for Group One Directors shall be one(1) year.
The initial term of office for Group Two Directors shall be two(2) years.

Article Six Registered Office and Agent of the Corporation

The address of the Registered Office of the Corporation is 7061 E Hayden Haven, Hayden, Idaho 83835 and the name of its registered agent is Lee Coppess.

Article Seven Indemnification

7.1 A director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages arising from any conduct as a director or officer, except this limitation of liability shall not apply to the following:

- (a) Acts or omissions involving intentional misconduct or a knowing violation of law.
- (b) Any transaction in which the director or officer will personally benefit in money, services or property to which the director or officer is not entitled.

In addition, to the extent allowed by law, the liability of directors and officers shall be eliminated or limited to the fullest extent possible. Any repeal or modification to the provisions of this paragraph shall not adversely affect any right or protection of any officer or director of the Corporation existing at the time of such repeal or modification.

7.2 The Corporation is empowered to indemnify, and to purchase and maintain insurance for its directors, officers, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation may indemnify its directors against all liability, damages, and costs or expenses, to include attorneys' fees, arising from or in connection with service for employment by, or other affiliation with, this Corporation to the maximum extent and under all circumstances permitted by law.

Article Eight Amendments to Articles of Incorporation

These Articles of Incorporation of the Corporation may from time to time be amended, altered or appealed upon the adoption by the Board of Directors of a resolution setting forth the proposed amendment, and upon the approval of such resolution by a vote of three-fourths (3/4) of the directors of the corporation, subject to any mandatory contrary provision of law; provided, however, that no such amendment, alteration, or repeal shall in any way be in conflict with the provisions of Section 501 (c) (3) of the Code and its regulations as they now exist or as they may hereinafter be amended.

Article Nine Bylaws of the Corporation

Authority to adopt, amend, or repeal Bylaws of the Corporation is vested in the Board of Directors of the Corporation. The Bylaws may not contain any provision for regulation and management of the affairs of the Corporation which is inconsistent with these Articles of Incorporation or with the laws of the State of Idaho.

Article Ten Incorporators

The names and addresses of the incorporators are as follows:

Carolyn Keefer of 3729 Nicklaus Drive, Coeur d'Alene, ID 83815;
Bob Brooks of 8359 Audubon Drive, Hayden Lake, ID 83835;
Lee Coppess of 7061 East Hayden Haven, Hayden Lake, ID 83835;
Myrna Tarnasky of 12301 Strahorn Road, Hayden Lake, ID 83835;
Sharon Leonard of 303 Military Drive, Coeur d'Alene, ID 83814;
Charlene Bittick of 5880 N. Magellan Court, Coeur d'Alene, ID 83814.

Dated this 15 day of Feb in the year 2003.

Carolyn Keefer

Carolyn A. Keefer

Bob Brooks

[Signature]

Lee Coppess

Lee Coppess

Myrna Tarnasky

Myrna Tarnasky

Sharon Leonard

Sharon Leonard

Charlene Bittick

Charlene Bittick