



CERTIFICATE OF INCORPORATION  
OF

ALBION VALLEY PLAYERS, INCORPORATED

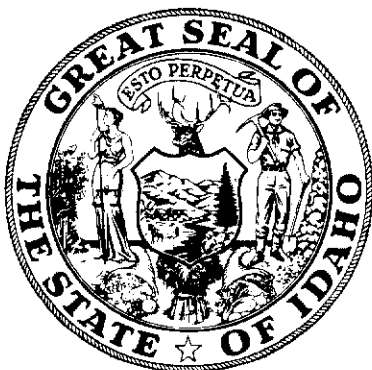
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ALBION VALLEY PLAYERS, INCORPORATED

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 January 7, 1987.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

ALBION VALLEY PLAYERS, INCORPORATED

We, the undersigned, being over the age of 18 years, for the purpose of forming a corporation under and pursuant to the provisions of the Idaho Business Corporations Act, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be ALBION VALLEY PLAYERS, INCORPORATED.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is formed are to promote, encourage, and increase the public's knowledge and appreciation of the arts, including music and drama, to coordinate and provide services to the arts; to foster their growth and practice; and carry out all other purposes necessary or incident to the above. All of the above purposes are meant to be exclusively charitable, educational, or literary within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as may be amended from time to time.

#### ARTICLE IV

There will be one or more classes of membership with qualifications and rights as specified in the bylaws.

#### ARTICLE V

The location of the principal offices of the corporation shall be at P.O. Box 83, Whitman Street, Albion, Idaho 83311.

The name and address of the corporation's registered agent shall be Verlene L. Powell, Albion, ID 83311.

#### ARTICLE VI

The general management of the affairs of this corporation shall be vested in the directors of this corporation. The names and addresses of the first directors are as follows:

Verlene L. Powell  
P.O. Box 83  
Albion, ID 83311

Clyde Goodman  
P.O. Box 62  
Albion, ID 83311

Keith Amende  
P.O. Box 157  
Albion, ID 83311

Mary Lynn Bristol  
P.O. Box 572  
Albion, ID 83311

Tammy Owen  
P.O. Box 42  
Albion, ID 83311

The term in office of the first directors shall be until the first meeting of the incorporators and first board of directors. The number of subsequent directors and their qualifications, manner of election and tenure of office shall be specified in the bylaws, subject to the limitation that the number of directors shall not be less than three.

#### ARTICLE VII

The name and address of each incorporator of this corporation is:

Verlene L. Powell  
P.O. Box 83  
Albion, ID 83311

Clyde Goodman  
P.O. Box 62  
Albion, ID 83311

Keith Amende  
P.O. Box 157  
Albion, ID 83311

#### ARTICLE VIII

Notwithstanding any provision of these articles, this corporation shall not have the power to devote any substantial part of its activities to the carrying out of propaganda or otherwise attempting to influence legislation, nor shall the corporation have the power to participate in (including the publishing and distributing 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 any organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE IX


All of this corporations's property and all of its net earnings shall be distributed, used and applied at the discretion of its members in such amount and at such times as its members may determine for the purposes for which this corporation was created; provided, however, that no part of the net earnings shall inure to the benefit of any private member or individual.

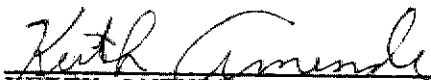
ARTICLE X

Upon liquidation or dissolution of this corporation, all of its assets and property shall, after payment of or provision of its liabilities, be distributed to an organization designated by a majority of its directors, which organization itself is a non-profit foundation or corporation operated exclusively for artistic, cultural or educational purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. In no event shall any of the net assets or property of the corporation vest in or be distributed to any private member or individual.

IN WITNESS WHEREOF, we have hereunto set our hands this 24<sup>th</sup> day of December, 1986.

  
VERLENE L. POWELL


  
CLYDE GOODMAN

  
KEITH AMENDE

STATE OF IDAHO            )  
                                  ) ss.  
County of Cassia        )

On this 24<sup>th</sup> day of December, 1986, before me the undersigned, a Notary Public in and for said State, personally appeared VERLENE L. POWELL, CLYDE GOODMAN and KEITH AMENDE, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Burley, Idaho