

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MORAWSKI THEATRE OF DANCE, INC.

was filed in the office of the Secretary of State on the **twenty-third** day of **October** A. D. One Thousand Nine Hundred **seventy-five** and is ~~to be~~ recorded on ~~Film~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Lewiston, Idaho** in the County of **Nez Perce** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **October** A.D., 19 **75**.

Secretary of State.

ARTICLES OF INCORPORATION
of
MORAWSKI THEATRE OF DANCE

KNOW ALL PERSONS BY THESE PRESENTS:

THAT WE, the undersigned, all having reached the age of majority, and whom are residents of the State of Idaho and citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a non-profit corporation pursuant to Chapter 10, Title 30, Idaho Code and the laws of the State of Idaho, and we do hereby certify and declare as follows:

ARTICLE ONE

NAME

The name of the corporation is MORAWSKI THEATRE OF DANCE, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The principal office of this corporation shall be in the City of Lewiston, County of Nez Perce, State of Idaho, and the registered post office address shall be 223 11th Street, Lewiston, Idaho 83501.

ARTICLE THREE

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE FOUR

PURPOSES

The purpose for which this corporation is organized is to further dance education in the State of Idaho and surrounding states, through teaching

and performances; to form a dance school which offers professional training in all dance forms; to form a company of dancers who will offer concerts and workshops as a dance education program; to foster, encourage, and develop popular public appreciation of all dance forms; to provide means, equipment, and facilities to afford qualified persons an opportunity to acquire knowledge of dance, and practical experience in all dance forms; to cultivate, promote, foster, sponsor, and develop the understanding, taste, and love of dance, and to do all and everything necessary, suitable and proper for the attainment of any of the purposes, the accomplishment of any of the objects, or the furtherance of any of the powers hereinabove set forth.

ARTICLE FIVE

COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall enure to the benefit or be distributed 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 Four 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, nor intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these Articles, the corporation shall not carry on 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or b) by a corporation, contributions which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue law.)

ARTICLE SIX

NONSTOCK CORPORATION

This corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE SEVEN

MEMBERSHIP

The conditions and regulations of membership and the rights and other privileges of membership and the number and qualification of each member shall be set forth in the by-laws of this corporation and the rights and interests of all members shall be equal, and no member thereof can have or acquire a greater interest therein than any other member. The corporation shall issue membership certificates to each member thereof which certificates can not be assigned so that the transferee thereof can by such transfer become a member of the corporation, except by resolution of the board of directors and under such regulations as the by-laws may prescribe.

ARTICLE EIGHT

AMENDMENTS

These Articles in Incorporation may be amended in the manner provided by the statutes of the State of Idaho at the time of amendment.

ARTICLE NINE

DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business property and assets of the corporation shall go and be distributed to such non-profit charitable corporation, municipal corporation,

or organization as may be selected by the Board of Directors of this corporation, so that the business properties and assets of this corporation shall then be used for, and devoted to non-profit, charitable purposes. In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members either for the reimbursement of any sum subscribed, donated or contributed by such members, or any other such purpose, it being the intent in the event of the dissolution of this corporation or upon its ceasing to carry out the purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to the furtherance of a non-profit charitable purpose.

ARTICLE TEN

AUTHORITY

This corporation shall have the power to exercise any and all powers that corporations have and may exercise under the laws of the State of Idaho and as the same may be amended, except such powers as are inconsistent with the express provisions of these articles. And to do all and everything necessary, suitable or proper for the accomplishment of any of the hereinbefore mentioned purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of or connected with, the aforementioned purposes and powers.

ARTICLE ELEVEN

EQUALITY

There shall be no bias or race discrimination against any group

or individual, and the voting power, property rights, and interest of all members shall be equal.

ARTICLE TWELVE

DIRECTORS

The number of directors of this corporation shall be not less than three (3) nor more than nine (9). The number, qualification, and terms of office, manner of election, time and place of calling meetings, and powers and duties of directors, shall be prescribed in the by-laws of the corporation.

ARTICLE THIRTEEN

OFFICERS

The general officers of this corporation shall be president, vice president, secretary, treasurer, and such other offices as the Board of Directors deems necessary. Each of the officers shall have such powers as may be conferred upon him by the by-laws of this corporation.

ARTICLE FOURTEEN

ELECTION OF OFFICERS

The officers of this corporation shall be elected by the directors, who first shall be elected by the members.

ARTICLE FIFTEEN

DIRECTORS

The number of directors constituting the original Board of Directors of the corporation is four (4), and the names and addresses of the persons who are to serve as initial directors are:

President, Fred H. Scheibe	1223 14th Avenue, Lewiston, Idaho
Vice President, Richard G. Jackson	223 11th Street, Lewiston, Idaho
Treasurer, Robert Karr	1130 17th Avenue, Lewiston, Idaho
Secretary, Alice A. Jackson	223 11th Street, Lewiston, Idaho

ARTICLE SIXTEEN

INCORPORATORS

The name and street address of each incorporator forming this corporation is as follows:

Fred H. Scheibe	1223 14th Avenue, Lewiston, Idaho
Richard G. Jackson	223 11th Street, Lewiston, Idaho
Jacquelyn Haight	433 Vista Drive, Lewiston, Idaho
Robert Karr	1130 12th Avenue, Lewiston, Idaho
Martha Snodgrass	629 10th Street, Lewiston, Idaho
Alice A. Jackson	223 11th Street, Lewiston, Idaho
Thomas W. Campbell	505 C Street, Lewiston, Idaho
Lenore K. Naillon	1632 8th Avenue, Lewiston, Idaho

ARTICLE SEVENTEEN

CORPORATE SEAL

This corporation shall not have a corporate seal.

IN WITNESS WHEREOF, we have hereunto set our hands
this 10th day of October, 1975.

Fred H. Scheibe
Fred H. Scheibe

Richard G. Jackson
Richard G. Jackson

Jacquelyn Haight
Jacquelyn Haight

Robert Karr
Robert Karr

Martha Snodgrass
Martha Snodgrass

Alice A. Jackson
Alice A. Jackson

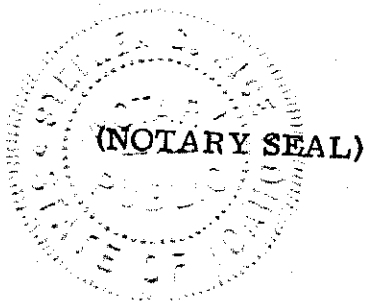
Thomas W. Campbell
Thomas W. Campbell

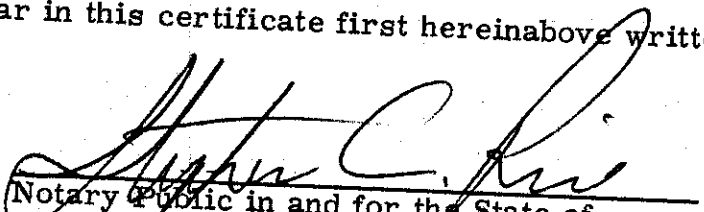
Lenore K. Naillon
Lenore K. Naillon

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 10th day of October, 1975, before me the undersigned,
a Notary Public in and for the State of Idaho, personally appeared FRED H.
SCHEIBE, RICHARD G. JACKSON, JACQULYN HAIGHT, ROBERT KARR,
MARTHA SNODGRASS, ALICE A. JACKSON, THOMAS W. CAMPBELL, and
LENORE K. NAILLON, known to me to be the persons whose names are sub-
scribed to the foregoing instrument, and they acknowledged to me that they
executed the same.

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




Notary Public in and for the State of
Idaho, residing at Lewiston therein.