

2013 OCT 25 PM 2:34

SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IDAHO SONGWRITERS ASSOCIATION, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("*Corporation*") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("*Act*"), adopts the following Amended and Restated Articles of Incorporation ("*Articles*").

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is Idaho Songwriters Association, Inc.

ARTICLE II
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 10195 Maymie, Boise, Idaho 83714, and the name of the initial registered agent at this address is Terry Q. Miller.

ARTICLE V
PURPOSES

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

A. To encourage and promote Idaho songwriters and to develop an audience that appreciates live, original music, to educate the community about songwriting and expose the community to Idaho songwriters.

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

IDAHO SECRETARY OF STATE
10/25/2013 05:00
CK: 1592278 CT: 172899 BH: 1395488
1 @ 30.00 = 30.00 NON PROF A # 2

C/91695

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value, and the power to lease, and acquire property and enter into contracts as necessary to effectuate the foregoing purposes. 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.

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 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, as amended from time to time.

ARTICLE VII MEMBERS

The Corporation shall have no members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation 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>
Terry Q. Miller	10195 Maymie Road, Boise, Idaho 83714

Steve Eaton

46 N. Arrow Lane, Eagle, Idaho 83616

Richard E. O'Hara

167 East Fall Drive, Boise, Idaho 83706

ARTICLE IX 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 that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, 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 the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE X INCORPORATOR

The name and street address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Terry Q. Miller	10195 Maymie Road, Boise, Idaho 83714
Steve Eaton	46 N. Arrow Lane, Eagle, Idaho 83616
Richard E. O'Hara	167 East Fall Drive, Boise, Idaho 83706

ARTICLE XI BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws and these Articles to the extent permitted by the Act by an affirmative vote of at least 2/3 of the Directors then in office.

ARTICLE XII LIMITATION OF LIABILITY AND INDEMNIFICATION

The Corporation shall indemnify, hold harmless, and defend present and former directors, officers, employees and agents of the Corporation to the fullest extent permitted by, and in accordance with, the Act as the same exists at the time of the adoption of these Articles or may hereafter be amended (but, in the case of any such amendment, only to the extent that such

amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment). Expenses, including attorney fees, incurred by present and former directors, officers, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with the Act.

**ARTICLE XIII
ADOPTION INFORMATION**

The date of the adoption of the Amended and Restated Articles of Incorporation was September 25 2013.

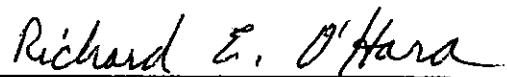
DATED this 25 day of SEPT 2013.



Terry Q. Miller



Steve Eaton



Richard E. O'Hara