



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

BOISE CIVIC OPERA, INC.

was filed in the office of the Secretary of State on the fourteenth day
of March A.D., One Thousand Nine Hundred seventy-three and
duly recorded on Film No. 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,
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
Boise, Idaho in the County of Ada

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 14th day of March ,
A.D., 19 73.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BOISE CIVIC OPERA, INC.
(an Idaho nonprofit corporation)

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, whose residences and Post Office addresses appear opposite their names, have this day associated themselves together for the purpose of forming a nonprofit corporation under the Laws of the State of Idaho (The Business Corporation Act, Chapter 1 of Title 30, Idaho Code) and, in particular, pursuant to the provisions of Section 30-117A, Idaho Code, and do hereby adopt the following Articles of Incorporation.

Article I

Name

The name of this corporation is and shall be "Boise Civic Opera, Inc."

Article II

Principal Office

The location of the corporation's principal office and place for the transaction of the corporation business shall be at Boise, Idaho, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

Article III

Nonprofit, Nonstock Corporation

This corporation shall be a nonprofit corporation. It shall have

no capital stock. It shall issue membership certificates to its members. This corporation is organized and shall be operated exclusively for educational and entertainment purposes, no part of the net earnings shall inure to the benefit of any member or individual. All of the net earnings of the corporation shall be used to further the purposes of the corporation as hereinafter set forth.

Article IV

Purposes and Powers

The objectives, purposes, and powers of this corporation are:

1. To foster and stimulate an interest in opera and related performing arts in the State of Idaho by any or all of the following means:
 - a. By sponsoring and conducting schools, workshops, classes, training sessions and other endeavors and activities at facilities located in Boise, Idaho, or the vicinity thereof, for the education, training, encouragement, and inspiration of interested persons in opera and related performing arts.
 - b. By the production and presentation of operas, musical compositions, scores, ballets, musical comedies, or any theatrical play or drama.
 - c. By bringing together and uniting for their respective education, cultural, and intellectual improvement, persons who are interested in opera and related performing arts as participants, listeners, or viewers, and for the education and enjoyment of the general public.

2. To acquire by gift, lease, purchase, or otherwise, and to own, hold, take possession of, manage, and operate, and enjoy in fee simple, or otherwise, any personal, real, or mixed property necessary for the uses and purposes of this corporation; and to sell, lease, deed in trust, alien or dispose of the same at the pleasure of the corporation and for the uses and purposes for which this corporation is formed.

3. To enter into any and all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation for any of the purposes thereof and to borrow money and issue notes, bills, and evidence of indebtedness, or mortgage, as the corporation may deem advisable, within the limits approved by its By-Laws, and do any other thing necessary and proper for the accomplishment of the objectives of this corporation.

4. To expend monies received by this corporation from any source whatsoever for the payment and discharge of all costs, expenses, and obligations incurred by the corporation in furtherance of the purposes for which this corporation is formed.

5. To do any and all lawful things and acts which this corporation, in the discretion of the Directors of this corporation, deem to be in the best interest of this corporation and its members and to pay all expenses and costs in connection therewith.

Article V

Membership

The number and qualifications of members, the terms and conditions of admission, and the liability for fees for admission and/or dues or

assessments for members shall be set forth in the By-Laws of this corporation. No member shall have or acquire a greater interest in this corporation than any other member and the voting power and rights of the members shall be equal. Any member who shall fail to comply with the requirements of the By-Laws or the rules and regulations made pursuant thereto, shall, if the Board of Directors by majority vote so determine, forfeit his membership and any and all rights and interest in this corporation. Each member shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation shall be entitled to vote at any meeting of the members, and may be represented and vote by proxy.

Article VI

Nonliability of Individuals

The officers, directors, and members of this corporation shall not be individually liable for the corporation's debts or other liabilities and the private property of such individuals shall be exempt from any corporation debts or liability.

Article VII

Rights Upon Dissolution

No person shall possess any property right in or to the property or assets of this corporation. Upon the dissolution of this corporation, all assets of the corporation remaining after satisfaction of all obligations shall be disposed of or distributed to such charitable, religious, scientific, cultural, or education organizations designated by the

Board of Directors of this corporation, provided such organizations then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article VIII

Board of Directors

The control and management of the affairs of this corporation shall be vested in a Board of Directors of not less than three nor more than 25 persons, the exact number of which shall be as prescribed from time to time by the By-Laws. The number of Directors constituting the initial Board of Directors is nine, and the names and addresses of the persons who are to serve as the initial Directors and until their successors are chosen are:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u> <u>April</u>
Mrs. Richard Wilcomb	4320 Hillcrest, Boise	1973
Marie Blanchard	3427 Camrose Lane, Boise	1973
Gordon Eichmann	905 Balsam, Boise	1973
William K. Taylor	10025 Los Ranchitos, Boise	1974
Georgia Standing	1623 Williams, Boise	1974
Esther Simplot	1500 Harrison Blvd., Boise	1974
John W. Frink	7283 Cascade Drive, Boise	1975
Vaughn A. Price	1404 N. 23rd, Boise	1975
Polly Price	1404 N. 23rd, Boise	1975

At the first regular annual meeting of the members, and thereafter, one-third of the Board of Directors shall be elected, and each Director shall hold office for a term of three years or until his successor shall have been elected and qualified.

The Board of Directors shall have the right to increase and decrease, within the limits above set forth, the number of Directors of the corporation and shall have the right to fill any vacancy in the Board of Directors in the manner provided in the By-Laws. The Board of Directors shall have full power to make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers hereafter designated.

The Board of Directors shall elect a President, one or more Vice Presidents, a Secretary, and a Treasurer, any two of which offices other than the Office of President and Secretary may be held by one person. The time and method of electing said officers and the length of the term of their office shall be fixed in the By-Laws. The President and Vice President elected shall be members of the Board of Directors, but the Secretary and Treasurer need not be members of the Board of Directors. In addition, the Board of Directors may appoint one or more Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers, who need not be members of the Board of Directors.

Article IX

Amendment of Articles

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors then in office at a meeting called for that purpose; provided, that in no event shall Article III hereof be altered or amended in any manner whatsoever.

IN WITNESS WHEREOF, We, the Incorporators of this Corporation
have set our hands and executed these Articles on the 8 day of
March, 1973.

Vaughn Aries
Polly Price
Patricia Wilcomb
Georgia Standring
John W. Davis
William Taylor
Peter Singleton
John V. Eubank
Marie Blanchard

STATE OF IDAHO)
) ss.
County of Ada }

On this 8 day of March, 1973, before me, the under-
signed, a Notary Public in and for said State, personally appeared
VAUGHN A. PRICE, POLLY PRICE, PATRICIA WILCOMB, GEORGIA STANDING,
ESTHER SIMBLOT, WILLIAM TAYLOR, JOHN W. FRINK, GORDON V. EICHMANN,
and MARIE BLANCHARD, known to me to be the persons whose names are
subscribed to the above Articles of Incorporation, and 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 year in this certificate first above
written.



Notary Public for Idaho
Residing at Boise, Idaho