

**CERTIFICATE OF INCORPORATION  
OF**

BOISE FINE ARTS ASSOCIATION, INC.

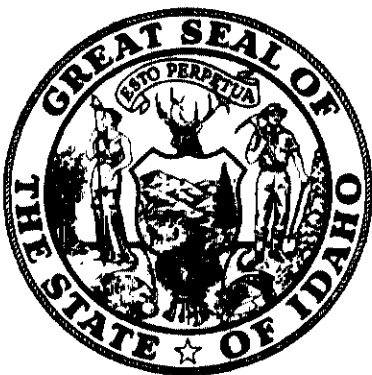
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BOISE FINE ARTS ASSOCIATION, INC.

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 April 27, 19 90.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

APR 27 4 55 PM '90  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
BOISE FINE ARTS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: Boise Fine Arts Association, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is formed are to promote, encourage and increase the public's knowledge and appreciation of fine art through the cooperation of member institutions and the coordination of events among member institutions; and to 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 the same may be amended from time to time.

FOURTH: The corporation shall provide By-Laws for its government not inconsistent with these Articles of Incorporation, the laws of the State of Idaho, and of the United States.

FIFTH: There will be one or more classes of membership with qualifications and rights as specified in the By-Laws.

SIXTH: The location of the principle offices of the corporation shall be at 112 North Sixth Street, Boise, Idaho

83702. The name of the corporation's registered agent shall be Wally Yates, 112 North Sixth Street, Boise, Idaho.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Randall Brown  
1022 Main Street  
Boise, Idaho 83702

Wally Yates  
112 North Sixth Street  
Boise, Idaho 83702

Tricia Shultz  
611 Main Street  
Boise, Idaho 83702

Rick Beck  
701 South 8th Street  
Boise, Idaho 83702

EIGHTH: The name and address of the incorporator of this corporation is Hugh Mossman, 611 West Hays Street, Boise, Idaho 83702.

NINTH: Notwithstanding any provisions of these Articles, this corporation shall not have the power to devote any substantial part of it's 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.

TENTH: All of this corporation's property and all of it's net earnings shall be distributed, used and applied at the discretion of its members in such amount and in 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.

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

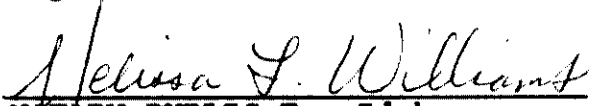
IN WITNESS WHEREOF, I have hereunto set my hand this 26 day of April, 1990.

  
\_\_\_\_\_  
HUGH MOSSMAN

STATE OF IDAHO           )  
                              : ss.  
County of Ada            )

On this 26 day of April, 1990, before me, a Notary Public in and for said State, personally appeared HUGH MOSSMAN, known to me to be the authorized person who executed the instrument on behalf of the corporation of the Idaho Watercolor Society and acknowledged to me that such corporation executed the same.

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

  
\_\_\_\_\_  
NOTARY PUBLIC For Idaho  
Residing at: Boise  
Commission Expires: 4-1-94