

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2009 DEC 29 PM 1:52

OF

**SECRETARY OF STATE
STATE OF IDAHO**

NORTH IDAHO CENTER FOR THE PERFORMING ARTS, 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 Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is NORTH IDAHO CENTER FOR THE PERFORMING ARTS, INC.,

Article II Nonprofit 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 Corporation is in the City of Coeur d'Alene, County of Kootenai, and in the State of Idaho. The address of the initial registered office is 1859 N. Lakewood Dr., Coeur d'Alene, Idaho 83814, and the name of the initial registered agent at this address is HENRY D. MADSEN of MADSEN LAW OFFICES, P.C.

Article V Purposes.

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

- A. The purpose of the Corporation is to promote the performing arts, create opportunities, and provide a facility for students and other performing arts groups to learn, practice, and perform the performing arts.
- B. Charitable, religious, education, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for

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Such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3),

- 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. 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 therefore, 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 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 of 1986, as amended from time to time.

Article VII Members.

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

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. Each Director of the Corporation shall, at all times, be a member of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT D. BITTICK	14370 N. Samhill Tr., Hayden, Idaho 83835

DIANE BITTICK

14370 N. Samhill Tr., Hayden, Idaho 83835

DARCY KEMP

14368 N. Samhill Tr., Hayden, Idaho 83835

Article IX Membership Dues.

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members of classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article X 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 be at that time qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. In doing so, the Board of Directors shall distribute such assets among so many of the following nonprofit organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of Internal Revenue Code of 1986, 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 XI Incorporators.

The names and street address of the incorporators are:

ROBERT D. BITTICK

14370 N. Samhill Tr., Hayden, Idaho 83835

DIANE BITTICK

14370 N. Samhill Tr., Hayden, Idaho 83835

DARCY KEMP

14368 N. Samhill Tr., Hayden, Idaho 83835

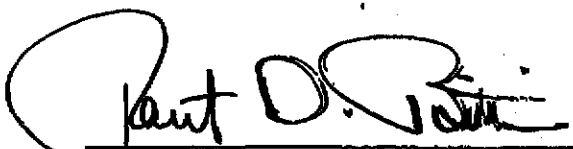
Article XII Bylaws.

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 at a properly noticed special or regular meeting of the Board of Directors.

DATED this 28 day of December, 2009.



ROBERT D. BITTICK



DIANE BITTICK



DARCY KEMP