



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**IDAHO ARTS, 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 **IDAHO ARTS, 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 November 25, 19 87.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra Matthews*  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF

Nov 25 12 59 PM '07  
SECRETARY OF STATE

IDAHO ARTS, INC.

AN IDAHO NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, who is of legal age and a citizen of the United States of America, has this day formed a non-profit corporation (hereafter "Corporation") under and pursuant to the laws of the State of Idaho, including Idaho Code Sections 30-301, et seq. Pursuant thereto the undersigned certifies as follows:

ARTICLE I.

The name of this non-profit Corporation is IDAHO ARTS, INC.

ARTICLE II.

This Corporation shall have perpetual existence.

ARTICLE III.

The purpose for which the Corporation is organized is to promote the arts and humanities in Idaho and the Inland West region through publications, educational activities and endeavors, and cultural events to best serve the interest of the public at large.

ARTICLE IV.

The Corporation will solicit, collect and receive grants and contributions and maintain a fund or funds of real or personal property, or both, and shall use and apply the whole or any part of the income therefrom and principal thereof in a manner consistent with furthering the purpose of the Corporation. No part of the funds within the control of the Corporation shall be used for activities including the carrying on of propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Nor shall any part of any such funds inure to the private benefit of any donor,

# Articles of Incorporation

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member, director or officer of the Corporation (except that reasonable compensation may be paid for services actually rendered to or for the Corporation in furtherance of its purpose.) The Corporation may have and exercise all such powers as are by law conferred upon corporations of like character, and in carrying out its purpose be subject to the provision of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as amended, and not for private but exclusively for charitable, scientific, literary or educational purposes.

## ARTICLE V.

The Registered Agent of this Corporation is hereby designated as Jane E. Fritz, and the Registered Office of this Corporation is hereby designated as 701 N. Division St., Sandpoint, Idaho, 83864.

## ARTICLE VI.

The Corporation is to have members. The qualifications and rights of the members shall be set forth in the By-Laws of the Corporation.

## ARTICLE VII.

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the Initial Board of Directors of this Corporation shall be no less than three (3), nor more than seven (7), the exact number of which shall be set forth in the By-Laws of the Corporation. The following named persons are appointed as the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Jane E. Fritz	701 N. Division St. Sandpoint, Idaho 83864
John P. Rucker	3501 Windsor Dr. Boise, Idaho 83705
Willetta Warberg	116 Key Hole Drive Jerome, Idaho 83338
James Brandstetter	2605 Terrace Way Boise, Idaho 83703

All vacancies on the Board shall be filled by a unanimous vote of the remaining members of the Board of Directors of the Corporation, the persons so elected to serve for such terms as shall be determined by the Board of Directors of the Corporation. Each of the Directors designated herein or elected hereafter shall hold office until his or her successor is elected and qualified.

ARTICLE VIII.

That private property of the Directors and officers of this Corporation shall not be subject to the payment of any Corporation debt.

ARTICLE IX.

The officers of the Corporation shall be President, one (1) or more Vice Presidents, Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the Corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE X.

Upon the dissolution or other termination of this Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the Directors or officers of the Corporation, but all such property and proceeds, subject to the discharge of the valid obligations of the Corporation, and to the applicable provisions of the Idaho Non-profit Corporation Act, shall be distributed to such non-profit organizations as the Board by unanimous vote shall determine.

ARTICLE XI.

The name and address of the Incorporator of the Corporation is:

Jane E. Fritz  
701 N. Division St.  
Sandpoint, Idaho 83864

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
as of this 25th day of November, 1987.

  
Jane E. Fritz