

State of Idaho

Department of State

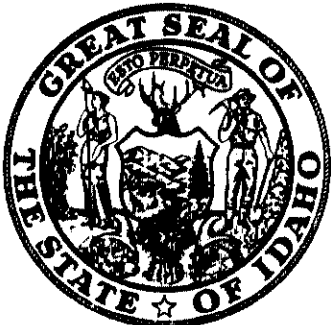
CERTIFICATE OF INCORPORATION OF

CAPITOL CITY THEATRE CORPORATION

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 CAPITOL CITY THEATRE CORPORATION 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 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature] *[Signature]*

**ARTICLES OF INCORPORATION
OF**

CAPITOL CITY THEATRE CORPORATION

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SECRETARY OF STATE

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The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Capitol City Theatre Corporation.

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. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is c/o Elam & Burke, 702 W. Idaho, Ste. 1010, P.O. Box 1539, Boise, Idaho 83701, and the name of the initial registered agent at this address is Jeffrey A. Thomson.

ARTICLE V. PURPOSES

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

The non-profit corporation is a regional resident theatre company dedicated to the support of the performing arts through the live theatrical presentation of new and existing contemporary plays and significant revivals to audiences in the Pacific Northwest, Inter-Mountain and Plain states of the United States and to the furtherance of the literary and education aspects of the live theatre experience through a program of outreach to the schools and creative communities which they serve.

This non-profit corporation is organized exclusively for educational, literary, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended from time to time, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

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 earning 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 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 provision 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 not have members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation. In the future, the Board of Directors will have non-voting members known as the Board of Advisors.

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

Name

Address

Lance B. Taylor

3753 Gekeler Lane #203
Boise, Idaho 83706

Vicki Lundin-Taylor

3753 Gekeler Lane #203
Boise, Idaho 83706

Stoney L. Lundin

3753 Gekeler Lane #203
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 the time qualify 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. 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 such 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 incorporator is Jeffrey A. Thomson, c/o Elam & Burke, 702 W. Idaho, Ste. 1010, P.O. Box 1539, Boise, Idaho 83701.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED this 15 day of April, 1994.


Jeffrey A. Thomson, Incorporator

STATE OF IDAHO)
 : ss.
County of Ada.)

On this 15 day of April, 1994, before me, a notary public, personally appeared Jeffrey A. Thomson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Barbette Turner
Notary Public for Idaho
Residing at Boise, ID
Commission Expires: 4-11-96