

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**COEUR D'ALENE COMMUNITY THEATRE AND ACADEMY, INC.**

was filed in the office of the Secretary of State on the **Second** day of **June** A. D. One Thousand Nine Hundred **Sixty-one** and is duly recorded on Film No. **114** 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 and Sections 30-1001 to 30-1005, inclusive, 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 **Coeur d'Alene** in the County of **Kootenai**, and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 \_\_\_\_\_ day of \_\_\_\_\_, A.D., 19**61**.

Secretary of State.

# ARTICLES OF INCORPORATION

OF

COEUR D'ALENE COMMUNITY THEATRE AND ACADEMY, INC.

We, the undersigned, being three or more natural persons of full age, at least two thirds of whom are citizens of the United States, do hereby voluntarily associate ourselves for the purpose of forming and establishing a corporation NOT FOR PROFIT, under the laws of the State of Idaho.

FIRST: The name of the corporation is COEUR D'ALENE COMMUNITY THEATRE AND ACADEMY, INC.

SECOND: The location of its principal place of business in this state is Coeur d'Alene, Kootenai County, State of Idaho.

THIRD: The location of its registered office in this state is Coeur d'Alene, Kootenai County, State of Idaho.

FOURTH: This corporation is organized NOT for profit and the objects and purposes to be transacted and carried on are:

To promote and sponsor cultural activity at the community level; to work for the provision of adult and juvenile education and recreation in the cultural fields; to work toward the construction of a cultural center within the community for all temporal and graphic arts; to provide means and methods whereby participation and education in the cultural arts may be brought to the community; to integrate and sponsor general cultural activity within the community and the surrounding area; to provide for adult and juvenile education and training in the arts, and to undertake projects for the sponsoring of endeavors which will be of cultural value to the community.

To acquire, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, real, personal or mixed; to borrow money on, sell, mortgage, exchange, lease, convey, invest and reinvest its property and deal with and expend the income and principal of the corporation; all in such manner as in the judgment of the board of directors of the corporation will best promote its objects and purposes.

To enter into, make, perform and carry out contracts of every kind, with any person, firm, association or corporation and to do any acts necessary or expedient for carrying on any or all objects and

purposes of this corporation not forbidden by this Certificate of Incorporation, or in its By-Laws, or by the laws of the State of Idaho.

To have offices and promote and carry on its objects and purposes within or without the State of Idaho, or in any of the States, Districts, Territories or Colonies of the United States.

In general, to have all powers conferred upon a corporation by the laws of the State of Idaho, except as herein prohibited or forbidden by the By-Laws of this corporation.

FIFTH: The corporation shall not have any capital stock.

SIXTH: All of the funds and assets of the corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the objects and purposes hereinabove expressed. No member, director, officer or employee of the corporation or any other person shall receive or be entitled to receive under any circumstances any pecuniary profit or benefit from the operations or liquidation thereof, except as reasonable compensation for services rendered in effecting one or more of the objects or purposes of the corporation. Upon any dissolution of the corporation, or any partial or entire liquidation of its property and assets, none of such property and assets shall be distributed to any member, director or officer of the corporation or to any other individual, but all of its remaining assets and property of every nature and description shall be paid over and transferred to any corporation or association organized and operated exclusively for educational, charitable, religious, scientific or literary purposes, no part of the net earnings of which inures to the benefit of any private stockholder or member, as may be selected by the directors.

SEVENTH: The names and places of residence of each of the original incorporators are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Ami Lewis deGremli	Coeur d'Alene, Idaho
D. B. Downing	Coeur d'Alene, Idaho
Joseph Whitley	Coeur d'Alene, Idaho
Ted Anderson	Coeur d'Alene, Idaho
Robert Morris	Coeur d'Alene, Idaho
J. Ray Cox, Jr.	Coeur d'Alene, Idaho

Members shall be issued certificates of membership, which certificates shall state on their face that they cannot be assigned to any other person without the prior approval of the board of directors and under such rules and regulations as the By-Laws may prescribe.

EIGHTH: The members of the corporation shall consist of the original incorporators and such other persons as shall from time to time be voted to membership by The Board of Directors. The conditions of membership shall be determined by the By-Laws of the corporation as adopted by the Board of Directors. The rights and interests of all members are equal.

NINTH: The corporation is to have perpetual existence.

TENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

ELEVENTH: The activities and affairs of the corporation shall be managed by a board of directors, whose term of office shall be set by the By-Laws. The number of directors shall be as fixed by the By-Laws, but shall not be less than three (3). The first board of directors shall consist of the original incorporators. All vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors. A majority of the directors shall constitute a quorum for the transaction of business unless the By-Laws shall provide otherwise.

TWELFTH: The corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter provided by statute, and all rights conferred on members herein are granted subject to this reservation.

We, the undersigned, being each of the original incorporators, hereinbefore named, for the purpose of forming a corporation with the purposes and objects hereinbefore stated and with power to carry on its activities both within and without the State of Idaho, in pursuance of the General Corporation Law of the State of Idaho, do make and file this certificate hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals.

Antoine J. Gaimeli

J. J. Mawm

Joseph A. Hill

Ted Anderson

Robert M. Mawm

J. J. Mawm

STATE OF IDAHO                    )  
                                      ) ss  
County of Kootenai            )

On this 21<sup>st</sup> day of May, 1961, before me, the undersigned Notary Public, in and for the County and State aforesaid, personally appeared AMI LEWIS DEGREMLI, D. B. DOWNING, JOSEPH WHITLEY, TED ANDERSON, ROBERT MORRIS and J. RAY COX, JR., who are persons known to me to be the persons whose names are subscribed to and who executed the foregoing Articles of Incorporation of COEUR D'ALENE COMMUNITY THEATRE AND ACADEMY, INC. and severally acknowledged to me that they signed, sealed, executed and delivered the said Articles of Incorporation, as their free and voluntary act for the uses and purposes therein set forth.

WITNESS MY HAND AND SEAL AT Coeur d'Alene, Idaho, this 21<sup>st</sup> day of May, 1961.

Harold J. Kelly  
Notary Public in and for the State  
of Idaho, residing at Coeur d'Alene.  
My commission expires: 10-15-63