

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

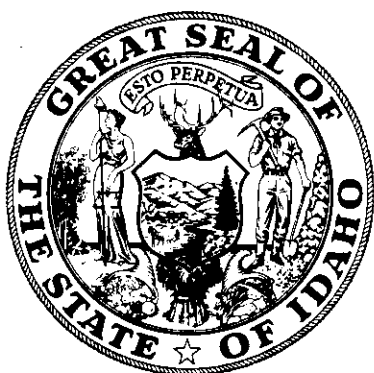
THE FIRST STEP, INC.

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 _____
THE FIRST STEP, 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 16, 19 79.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
SECRETARY OF
STATE

THE FIRST STEP, INC.

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11-16-79

9:00 AM

We, the undersigned, desiring to form a non-profit cooperative association pursuant to the provisions of Chapter 10 of Title 30 of the Idaho Code do hereby certify as follows:

Article I

The name of this corporation is *THE FIRST STEP, INC.*

Article II

The Duration of this corporation is perpetual.

Article III

^{reg.} The address of this corporation shall be 504 N. 15th, Coeur d'Alene, Id until changed. *The registered agent is Bob Hamilton, 504 N 15.*

Article IV

The purposes of this corporation shall be to promote dance in North Idaho communities, produce programs of dance for regional and other audiences, sponsor visiting dance programs, workshops and scholarships, to raise funds to subsidize the above activities through donations, and to do all things related to promoting the art of dance singly and in groups.

Article V

This corporation shall have all the powers granted to general business corporations under the laws of the State of Idaho

Article VI

This corporation is not organized for pecuniary profit or gain. No dividend or money return of any kind shall be paid to the officers on any basis

whatsoever, except in payment of just debts incurred on behalf of the corporation. The book of account and financial records of this corporation shall always be open for inspection for any reason whatsoever to any member of this corporation. Such member or his agent shall always have the right to make copies of the books of account or financial records.

Article VII

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, trustees, 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.

Article VIII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501-C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future State Internal Revenue Law,) as the Board of Directors may determine.

Any assets not so disposed of shall be disposed of 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 the Court may then determine, which are organized and operated exclusively for such purposes.

BY LAWS OF "THE FIRST STEP"

Membership is open to all interested residents of North Idaho, and upon issuance of membership certificate the duration of membership is for the Calendar year of the certificate. No restriction on number of members is established.

Dues, if any, shall be determined at any open meeting of the membership. Dues, if any, shall be collected by the Treasurer.

The By-Laws shall be amended at any meeting by the membership.

Should the corporation acquire capital stock, it shall be managed by the Executive Committee. Should the corporation be dissolved, the capital stock, equipment, scenery, lighting equipment, costumes, etc. shall be sold to the extent necessary to retire all indebtedness, and after retiring all indebtedness, the remainder is to be donated to the Coeur d'Alene Community Theatre. Alternatively, the Coeur d'Alene Community Theatre may take the equipment etc., outright, upon dissolution of the Corporation, if there is no remaining indebtedness in the corporation.

The Executive Committee shall include the elected Board of Directors -- President, Vice President, Treasurer and Secretary -- and the Chairpersons of any other Committees established by the Corporation.

The Executive Committee shall have the power to hire professional directors, teachers, technical aids and other persons, to pay fees for professional services, to select beneficiaries of scholarships, and to pay the necessary expenses of the activities of the Corporation.

The Debt Limit of the Corporation shall be limited to the larger of 1) the value of the capital stock, equipment, etc. of the Corporation, or 2) the sum of loans which individual persons or businesses will guarantee to pay should that extremity occur.

A Quorum of the membership shall be those present at a meeting called with prior notice in published press releases in a local newspaper

The directors are

Carol Stacey pres. 424 Foster, Coeur d'Alene ID 83814
CAROL STACEY

Bob Hamilton Vice Pres 504 N. 15 Coeur d'Alene ID 83814
BOB HAMILTON

Patricia Ann Haakenson Treasurer 1001 Forest Pt. Lane
PATRICIA ANN HAAKENSUN Coeur d'Alene ID 83814

Mildred S. Thyrell Rd 2 Box 375, Hayden Lake, Id 83835
MILDRED S. THYSELL

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 Article IV

SECRETARY OF
 STATE

The management of this corporation shall be vested in the Board of Directors which shall consist in not less than three nor more than 10 members. The members of the Board of Directors shall be selected in accordance with the By-Laws.

Article X

The names and post office address of each of the incorporators are as follows:

Name	Address
<u>Becky R. Hargrave</u>	<u>W. 14981 Poleline, Post Falls, Idaho 83854</u>
<u>Julie Kress</u>	<u>416 N. 10th, Coeur d'Alene, Idaho 83814</u>
<u>Carol Stacey</u>	<u>474 Foster Avenue, Coeur d'Alene, Idaho 83814</u>
<u>Lorna Hamilton</u>	<u>504 N. 15th Street, Coeur d'Alene, Idaho 83814</u>
<u>Bob Hamilton</u>	<u>504 N. 15th Street, Coeur d'Alene, Idaho 83814</u>

Each of the incorporators subscribed hereto are of full age and are citizens of the United States.

Each of the above named incorporators has heretofore subscribed for a membership certificate.

We the undersigned, for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, do make and file this agreement and sign the same.

Carol Stacey president
Lorna Hamilton
Julie Kress
Bob Hamilton full president
Becky R. Hargrave
Mildred S. Thyll - secretary
Patricia Ann Halverson treasurer

State of Idaho)

ss:

County of Kootenai)

On this 25th day of July 1979, before me,
the undersigned Notary Public, personally appeared. Carol Stacey,
Lorna Hamilton, Julie Kress, Bob Hamilton, Becky R.
Hargrave

IN WITNESS WHEREOF, I have hereunto set my hand and seal the
day and year in this acknowledgment first above written.

Kimberly R. Walcott
Notary Public for: Idaho
Residing at: Hayden Lake
My Commission Expires: Lifetime

Filed and recorded at the request of Bob Hamilton
at 12⁴⁵ o'clock P. M., this 14 day of AUG 14 1979, 19
By: Dorothy Kestner Deputy
Fee \$ 10.00
Carol Deitz
Ex-Officio Auditor-Recorder
Kootenai County, Idaho
Return to 504 N. 15th Cda