



**CERTIFICATE OF INCORPORATION
OF**

PINEHURST ARTS & DEVELOPMENT COUNCIL, INC.

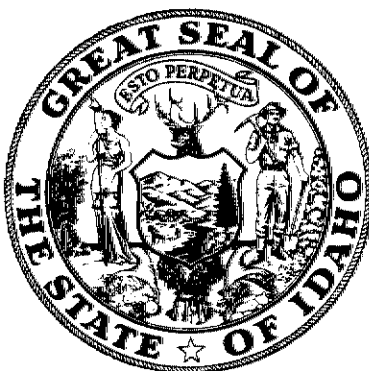
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PINEHURST ARTS & DEVELOPMENT COUNCIL, 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 24, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

PINEHURST ARTS & DEVELOPMENT COUNCIL, INC.

We, the undersigned, for the purpose of forming a nonprofit organization, under and pursuant to Title 30, Chapter 3, Section 323, of Corporation Laws of the State of Idaho, 1979, and amendments thereof, do hereby associate ourselves as a nonprofit body corporation and do hereby adopt the following articles of incorporation.

I

The name of the corporation is: PINEHURST ARTS & DEVELOPMENT COUNCIL, INC.

II

PINEHURST ARTS & DEVELOPMENT COUNCIL, INC., is a nonprofit corporation.

III

The period of its duration is perpetual.

IV

The purpose or purposes for which the corporation is organized are: exclusively charitable, educational and civic, including but not limited to the following: a) to establish and maintain an arts council to present plays, dramas, musicals, revues and other productions of all kinds including a focus on theater for children; b) to offer

seminars, workshops, and other classes in all arts disciplines; c) to establish and maintain such programs or series as will further the educational goals of the organization; d) to promote appreciation of, interest in, and understanding of the arts; and (e) to perform all other acts necessary or incidental to the above. Notwithstanding any other provisions of these Articles, the purposes of the corporation are exclusively charitable, and the organization shall not engage in any activities expressly prohibited by section 501(c)(3) of the Internal Revenue Code.

V

The corporation shall have one class of membership, the qualifications and rights of the members shall be set forth in the bylaws of the corporation.

VI

The business and property of the corporation shall be managed and controlled by its Board of Trustees.

VII

The address of its initial registered office is Fairway Shopping Center, (P.O. Box No. 860), Pinehurst, Idaho.

The name of its initial registered agent at such address is Gary Damiano.

VIII

The number of trustees constituting its initial board of trustees is three (3), whose names and addresses are:

Gary Damiano	P. O. Box 860 Pinehurst, ID 83850
Brian Kessler	P. O. Box 1241 Pinehurst, ID 83850
Martin Clemets	

IX

The name and address of each incorporator is:

Gary Damiano	P. O. Box 860 Pinehurst, ID 83850
Brian Kessler	P. O. Box 1241 Pinehurst, ID 83850
Martin Clemets	P. O. Box 69 Kingston, ID 83839

X

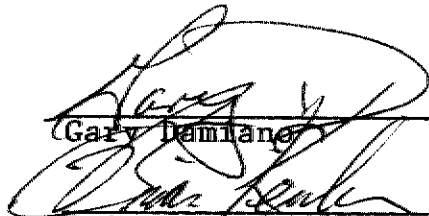
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall it participate in or


intervene in any political campaign on behalf of any candidate for public office.

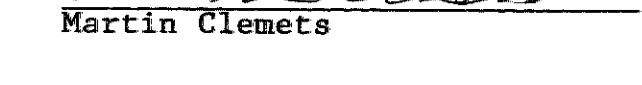
XI

In the event of dissolution, the corporation shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations which, at the time, are exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

DATED this 17th day of Nov., 1989.



Gary Damiano



Brian Kessler


Martin Clemets

STATE OF IDAHO)
 : ss.
County of Shoshone)

On this 17th day of Nov., 1989, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Gary Damiano, Brian Kessler and Martin Clemets, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they 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.



Notary Public for the State of Idaho
Residing at Wardner