

Alley Repertory Theater, INCORPORATED
ARTICLES OF INCORPORATION

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Alley Repertory Theater, Incorporated. The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation which were stated on February 11, 2008 by a unanimous vote of the Alley Repertory Theater Board of Directors ("Articles").

Article 1

Name

The name of the organization shall be: Alley Repertory Theater, Incorporated.

Article 2

Nonprofit Status

Alley Repertory Theater, Incorporated intends to be a nonprofit corporation. The purpose of Alley Repertory Theater, Incorporated is to be a preeminent theater collective in the Treasure Valley that evokes critical reflection on current events, entertains intergenerational audiences, and elevates creativity and innovation through relevant performances.

Article 3

Period of Duration

The period of duration of Alley Repertory Theater, Incorporated is perpetual.

Article 4

Registered Office and Agent

The location of Alley Repertory Theater, Incorporated is in Garden City, County of Ada, and in the State of Idaho. The address of the initial registered office is 216 W. 38th Street, Suite G. Garden City, Idaho 83714 and the name of the initial registered agent at this address is Buffie Main.

Article 5

Purposes

The purposes for which Alley Repertory Theater, Incorporated is organized and will be operated are as follows:

A. Alley Repertory Theater, Incorporated is organized exclusively for purposes permitted by 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 under such Section 501(c)(3). Alley Repertory Theater, Incorporated shall contribute to the development of Alley Repertory Theater (ART) as an inclusive, innovative theater producing year-round new and established works for adults, teens and children throughout the Treasure Valley. ART is committed to providing professional opportunities to local and national performance-based artists and presenting theater productions, discussion forums and intergenerational theater development workshops that evoke critical reflection, entertain audiences, and elevate individual and collective creativity within the community and beyond.

IDAHO SECRETARY OF STATE
02/13/2008 05:00
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Alley Repertory Theater
BOD Approved 2/11/08

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B. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit Alley Repertory Theater, Incorporated 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 therefore, may not at that time lawfully carry on or do.

Article 6

Limitations

No part of the net earnings or the assets of Alley Repertory Theater, Incorporated shall inure to the benefit of, or be dispersible to, its members, directors, officers, or other private persons, with the exception that Alley Repertory Theater, Incorporated 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 Alley Repertory Theater, Incorporated shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and Alley Repertory Theater, Incorporated 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 provisions of these Articles, Alley Repertory Theater, Incorporated 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 7

Board of Directors and Members

The affairs of Alley Repertory Theater, Incorporated shall be governed by its Board of Directors. The number of Board Members serving on the Board of Directors shall be fixed in accordance with Alley Repertory Theater, Incorporated's Bylaws. Other than the Board Members constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Board of Directors of Alley Repertory Theater, Incorporated in the manner and for the term provided in the Bylaws of Alley Repertory Theater, Incorporated. Alley Repertory Theater will have voting Members as stipulated in the Bylaws.

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

| NAME | ADDRESS |
|------------------|--|
| Buffie Main | 3671 West Clement, Boise ID 83704 |
| Tona Casella | 3675 Geckler Lane #5, Boise ID 83706 |
| Bryan McLaughlin | 1871 E. Gloucester, Boise ID 83706 |
| Mhari McLaughlin | 1871 E. Gloucester, Boise ID 83706 |
| Andrea Haskett | 1403 16 th Street, Apt A, Boise, ID 83702 |
| Larry Dennis | 3108 ½ N. 28, Boise ID 83703 |
| Kenna Marks | 1911 W Idaho Street, Boise, ID 83702 |

Article 8
Distribution on Dissolution

Upon dissolution of Alley Repertory Theater, Incorporated, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Alley Repertory Theater, Incorporated, distribute all the assets of Alley Repertory Theater, Incorporated consistent with the purposes of Alley Repertory Theater, Incorporated to such organization or organizations as shall at that 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 Alley Repertory Theater, Incorporated is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of Alley Repertory Theater, Incorporated.


Article 9
Bylaws

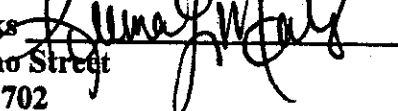
Provisions for the regulation of the internal affairs of Alley Repertory Theater, Incorporated shall be set forth in the Bylaws of the Alley Repertory Theater.


Article 11

Name and signature of the incorporators

The name and street address of the incorporators are:

Buffie Main 
3671 West Clement
Boise Idaho, 83704

Kenna Marks 
1911 W Idaho Street
Boise, ID 83702

Larry Dennis 
3108 1/2 N. 28
Boise, Idaho 83703

This 13th day of February 2008