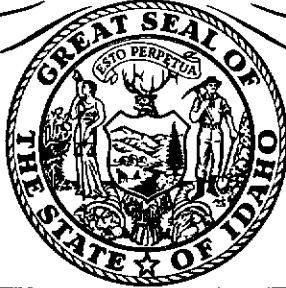


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MAGIC VALLEY ARTS COUNCIL, INC.

was filed in the office of the Secretary of State on the **seventh** day of **March** A. D. One Thousand Nine Hundred **seventy-nine** and **will be** is duly recorded on ~~Film No.~~ **microfilm** 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 **Twin Falls** in the County of **Twin Falls** 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 **7th** day of **March** A.D., 19 **79** .

Secretary of State.

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ARTICLES OF INCORPORATION

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MAGIC VALLEY ARTS COUNCIL, INC.

SECRETARY OF
STATE

Organized under Idaho Code, Title 30, Chapter Ten.

We, the undersigned, desiring to form a corporation pursuant to the non-profit corporation laws of the State of Idaho, do hereby make, subscribe, and acknowledge these Articles of Incorporation as follows:

ARTICLE I

NAME. The name of the Corporation shall be MAGIC VALLEY ARTS COUNCIL, INC.

ARTICLE II

CLASSIFICATION AND DURATION. The Corporation is a corporation as defined in Idaho Code 30-1001 and is a corporation of indefinite duration.

ARTICLE III

NONPROFIT PURPOSE. The Corporation is formed exclusively for purposes for which a corporation may be formed under the Nonprofit Corporation Law and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, or officers except to the extent permitted under the Nonprofit Corporation Law. The Corporation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE IV

GENERAL PURPOSES. The purposes for which the Corporation is organized are:

- a. To promote the arts, theater, dance, and music including but not limited to the Magic Valley.
- b. To become a clearing house of information on the arts.
- c. Help publicize and organize performances and all manner of shows and productions.
- d. Unify arts organizations in the Magic Valley area.
- e. Strengthen and promote art education in schools, colleges, public meetings, seminars, workshops, libraries, and all other programs dealing with art and the advancement of art of any and all types.
- f. Act as a major coordinator and stimulator of fund raising for monies to promote, encourage, produce, and maintain the arts and art programs, shows, and productions.

ARTICLE V

SCOPE OF ACTIVITY. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time. Nothing

herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Nonprofit Corporation Law, Section 404 (b)-(8) or Executive Law, Section 747.

a. COMPENSATION: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

b. DISTRIBUTIONS; NO SELF-DEALING: The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the Corporation shall not:

1. Engage in any act of self-dealing as defined in Section 4941 (d) of the Code;

2. Retain any excess business holdings as defined in Section 4943 (c) of the Code;

3. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or,

4. Make any taxable expenditures as defined in Section 4945 (d) of the Code.

c. NO LOBBYING: No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution

of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VI

MEMBERSHIP. Membership shall be dependent upon capital contribution to the Corporation. There shall be three classes of membership: Class "A," Class "B," and Class "C."

a. CAPITAL CONTRIBUTIONS BY MEMBERSHIP: No person shall become a Class A member of the Corporation without having made a capital contribution of \$5.00 either upon admission to the Corporation or within 30 days subsequent to admission of the Corporation. No person shall become a Class B member of the Corporation without having made a capital contribution of \$10.00 either upon admission to the Corporation or within 30 days subsequent to admission of the Corporation. All other capital contributions shall become Class C members.

b. TRANSFER CAPITAL: The capital certificates of the Corporation shall be non-transferable, except that upon the consent of the Corporation they may be transferred to other members, and except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe.

c. VOTING POWER AND PROPERTY RIGHTS:

1. Voting by two classes of members - The relative rights, preferences, and limitations of the three classes of membership are to be the same, except that the holders of the Class A and Class B Certificates shall exclusively possess voting power for the election of directors and of all other purposes, and the holders of Class C Certificates shall not vote at any election of directors or for any other purpose; provided, however, that each holder of the Class C Certificate shall vote

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(a) in every case where such vote is expressly required by statute, and (b) upon any proposal to amend the Certificate of Incorporation as hereinafter provided. The Certificate of Incorporation shall not be amended unless the proposed amendment thereof shall have first been authorized by the affirmative vote or written consent of two-thirds of all of the members of all classes of the Corporation.

2. Equal voting rights of members - The holders of Class A Certificates and Class B Certificates shall, except as otherwise required by law, vote as a single class at all meetings of members. The holders of Class B shall each be entitled to two votes, and no change in the Certificate of Incorporation detrimental to any class shall be made without the affirmative vote of a majority in interest of each such class.

3. Class voting by members - Each class of members herein authorized shall vote as a class by a plurality of the votes cast at a meeting for the election of directors, and for any other corporate action, by a majority of the votes cast at such meetings by the members of each class, and such voting by class shall be in addition to any other vote required by the Nonprofit Corporation Law and this certificate.

ARTICLE VII

MANAGEMENT AND ADMINISTRATION

a. VOTING FOR DIRECTORS: The members of the Corporation shall be entitled to vote at the election

of the directors of the corporation.

b. REMOVAL OF DIRECTOR ELECTED BY MEMBERS:

Any director elected by the members may be removed either with or without cause and the vacancies filled upon the affirmative (2/3) two thirds vote of the members. Subject expressly to the limitations on voting in the Constitution of the State of Idaho and under all other laws of the State of Idaho.

c. CORPORATE MANAGEMENT AND ELECTION OF OFFICERS BY MEMBERS: All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Board. Officers shall be elected directly by the members and not by the directors.

d. ELECTION OF OFFICERS BY MEMBERS: All of the officers shall be elected by the Class A and Class B members of the Corporation and any such officer elected by the members may be removed by such members with or without cause, except that the authority of an officer to act as such officer may be suspended by the Board of Directors for cause.

e. DISTRIBUTION ON DISSOLUTION OR LIQUIDATION: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be intitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Supreme Court or the State of Idaho as provided by law, exclusively for purposes within those set

forth in Article IV of this certificate and with the intendment of Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

f. INCOME AND DISTRIBUTION: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

g. PLACE OF OPERATION: The operations of the Corporation are to be conducted principally within the State of Idaho.

h. PRINCIPAL OFFICE: The Corporation's principal office shall be located in Twin Falls, County of Twin Falls, State of Idaho.

i. ADDRESS FOR NOTICE: The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

P. O. Box 424
249 Third Avenue East
Twin Falls, Idaho 83301

j. REGISTERED AGENT: The Corporation designates Fara Humphreys who resides at 810 Chase Drive, Twin Falls, Idaho, its registered agent in this state upon whom process against the Corporation may be served.

k. NUMBER OF DIRECTORS: The number of directors shall not be less than three nor more than one hundred.

l. NAMES OF DIRECTORS: The names and addresses of the directors until the first annual meeting of the Corporation are as follows:

Fara Humphreys
810 Chase Drive
Twin Falls, Idaho 83301

Theodore Hadley
833 Filer Avenue
Twin Falls, Idaho 83301

Shelly Kinzel
143 Robbins
Twin Falls, Idaho 83301

Betty Birrell
145 Larkspur Drive
Twin Falls, Idaho 83301

m. AGE OF SUBSCRIBERS: Each of the subscribers
to this certificate is of the age of 18 years or over.

n. INCORPORATORS: The incorporators are:

Shelly Kinzel
143 Robbins
Twin Falls, Idaho 83301

Theodore Hadley
833 Filer Avenue
Twin Falls, Idaho 83301

Fara Humphreys
810 Chase Drive
Twin Falls, Idaho 83301

IN WITNESS WHEREOF we have made, subscribed, and
acknowledged this Articles of Incorporation this 1st day of
March, 1979.

Shelly Kinzel
SHELLY KINZEL

Theodore Hadley
THEODORE HADLEY

Fara Humphreys
FARA HUMPHREYS

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 26th day of February, 1979, before me, the
undersigned, a Notary Public in and for said State, personally
appeared SHELLY KINZEL, known to me to be the person whose name is
subscribed to the within and foregoing instrument, and acknowledged
to me that he executed the same.

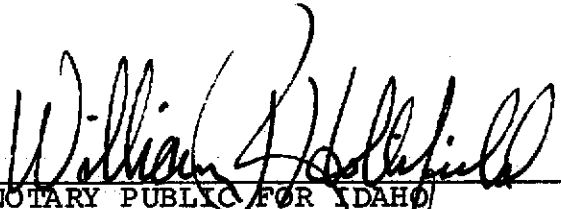
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal on the day and year in this instrument first above
written.

William J. Hild
NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 1st day of March, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared THEODORE HADLEY, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

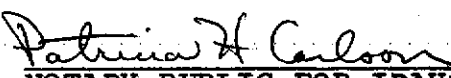


NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 22nd day of February, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared FARA HUMPHREYS, known to me to be the person whose name is subscribed to the within and forego in instrument, and acknowledged to me that she executed the same.

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



NOTARY PUBLIC FOR IDAHO
Residing at Twin Falls, Idaho