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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CLERK OF DISTRICT CLERK
IDAHO

EZRA POUND ASSOCIATION, INC.

AMENDED AND RESTATED Articles of Incorporation of Ezra Pound Association, Inc., are hereby executed by said Corporation as follows:

1. The name of the Corporation is Ezra Pound Association, Inc.
2. The Amended and Restated Articles of Incorporation of said Corporation are the following:

**AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
HAILEY CULTURAL CENTER, INC.
(formerly known as the Ezra Pound
Association, Inc.)**

WHEREAS, on May 16, 1995, Florence Blanchard, Jennifer Wilson, Stephen W. Smith, Barbara Dargatz and John S. Chapman, formed a nonprofit Corporation formed under the laws of the State of Idaho;

WHEREAS, the Directors and Members of the Corporation desire to reform and restate the Articles of Incorporation of the Corporation; and

WHEREAS, the Directors and Members of the Corporation desire to change the name of the Corporation to the Hailey Cultural Center, Inc.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION - 1

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NOW THEREFORE, the Articles of Incorporation are hereby Amended and restated as follows, to wit:

KNOW ALL MEN BY THESE PRESENTS: That Jennifer Wilson, the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a Corporation not for profit, pursuant to the laws of the State of Idaho, does hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation is the "Hailey Cultural Center, Inc."

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which the Corporation is founded to provide a center that will serve to welcome and promote the arts including, but not limited to, poetry, music, literature and art; to continue the restoration and maintenance of the Ezra Pound house and to hold title to the same; to promote further interest in the heritage of this house and to gather information, objects and materials relative to the restoration and maintenance of the house and grounds; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose and to manage and operate any real or personal property given and devised to or acquired by the Corporation; to sell, convey, dispose of, or exchange both real or personal property; to do any and all things convenient and incidental to the purpose of the Corporation;

and the transaction of any lawful activity,
except as otherwise restricted herein.

ARTICLE IV - MEMBERS

The Corporation shall not have Members.

ARTICLE V - REGISTERED OFFICE

The registered office of the Corporation is
located at 325 Bay Horse Road, Bellevue,
Idaho 83313.

ARTICLE VI - REGISTERED AGENT

The registered agent of the Corporation,
whose address is the same as that of the
registered office of the Corporation is
Clifton B. Rippon.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be
managed by a Board of Directors. The number
of members of such Board of Directors shall
be established from time to time in
accordance with the Bylaws, but at no time
shall the Board be less than three (3)
members nor more than fifteen (15) members.
The names and addresses of the persons who
are to act as the Board of Directors of the
Corporation, to serve until their successors
have been selected, are:

Sally Boettger
Box 4132
Hailey, ID 83333

Jennifer Emery Davidson
Box 672
Picabo, ID 83348

Mike Healy
P.O. Box 205
Hailey, ID 83333

Gary Hunt
Box 836
Ketchum, ID 83340

Pilar Lindahl
Box 3354
Ketchum, ID 83340

Jennifer Lomax
1915 Briarwood Drive
Hailey, ID 83333

Floyd McCracken
Box 2212
Ketchum, ID 83340

Bill McDorman
Box 4619
Ketchum, ID 83340

Polly Noe
114 Cochise Drive
Hailey, ID 83333

William G. Pollock
Box 1748
Sun Valley, ID 83353

Clifton B. Rippon
325 Bay Horse Road
Bellevue, ID 83313

Jennifer Wilson
Box 1400
Hailey, ID 83333

The selection process for Board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the Corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of the Corporation are as follows:

Jennifer Wilson
106 Deercreek Lane
Hailey, Idaho 83333

ARTICLE IX - DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation pursuant to the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the Corporation. Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to

applicable provisions of law, be distributed, as directed by the Board of Directors of the Corporation to or among any one or more Corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions.

ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of majority of the members of the Board of Directors of the Corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code § 30-3-90.

ARTICLE XI - ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors, and a majority of the number of Directors then-serving, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than two (2). The officers shall be a President, zero or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE XII - RESTRICTIONS

Pecuniary profit is not the object or purpose of this Corporation. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing

or distribution of statements) on behalf of any candidate for public office.

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private person.

ARTICLE XIII - FUNDING

In order to carry out its purposes, the Corporation shall be funded primarily by private donations of money, goods, or services from members of the public, including individuals, corporations, clubs, associations and other organizations. When appropriate, the Corporation may also receive funding in the form of money, goods, or services from federal, state and local governments as long as the receipt of such funds does not violate any law or cause the Corporation to lose its tax-exempt status under the United States Internal Revenue Code then in effect.

3. This Amended and Restated Articles of Incorporation contains numerous amendments to the Articles of Incorporation and therefore requires the approval of the Members.

4. The date of the adoption of said amendment by the Members of the Corporation was November 12, 2003.

5. The number of Members of Ezra Pound Association, Inc., entitled to vote on the amendment is nine (9), whereby these Amended and Restated Articles of Incorporation would be amended.

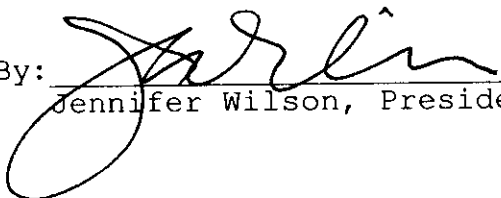
6. In accordance with Idaho Code § 30-3-93(5), the number of Members voted for and against said amendment, respectively, were as follows:

For Amendment Nine (9) Members

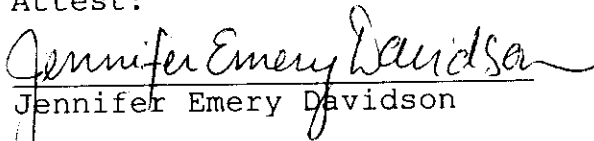
Against Amendment No Members

DATED this 28 day of January,
2004.

Ezra Pound Association, Inc.

By: 
Jennifer Wilson, President

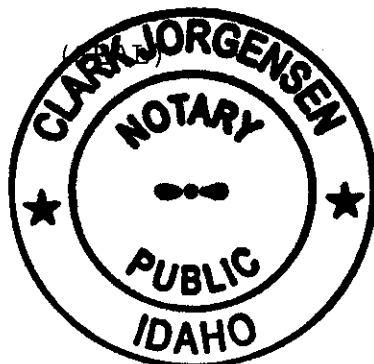
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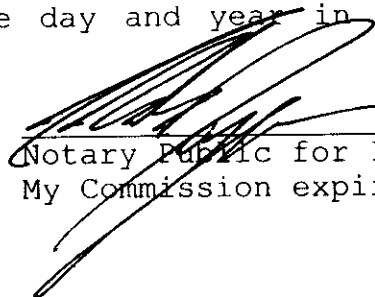

Jennifer Emery Davidson
"Secretary"

STATE OF IDAHO)
County of Blaine) ss.

On this 28 day of January, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared, Jennifer Wilson, President of Ezra Pound Association, Inc., an Idaho non-profit corporation, known or identified to me to be the entity whose name is subscribed in the instrument, and acknowledged to me that she, on behalf of Ezra Pound Association, Inc., 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 Idaho
My Commission expires: 4-3-09