



CERTIFICATE OF INCORPORATION
OF

INSTITUTE OF PERFORMING ARTS NORTHWEST, INC.

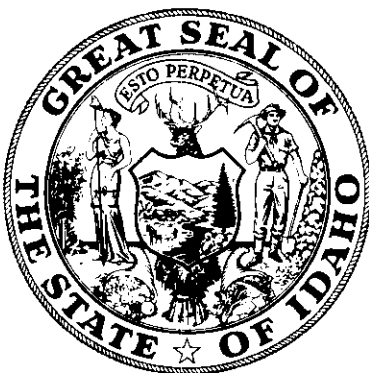
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INSTITUTE OF PERFORMING ARTS NORTHWEST, 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 December 7, 19 84.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Dec 7 9 07 AM '84

ARTICLES OF INCORPORATION - STATE
NONPROFIT CORPORATION
NONSTOCK CORPORATION

We, the undersigned residents of the State of Idaho, being eighteen (18) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under and by notice of the virtue of the provisions of an act of the Legislature of the State of Idaho, Title 30, Ch. 3 of the Idaho Code, the several supplements thereto and acts amendatory thereof.

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be Institute of Performing Arts Northwest, Inc; and its location shall be 326 N. State, Shelley, County of Bingham, State of Idaho.

ARTICLE TWO

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE

PURPOSE CLAUSE

The business and purpose of this corporation shall be:

1. To engage in any lawful act or activity for which corporations may be organized under the nonprofit corporation laws of the State of Idaho, the several states, the United States or

1 any of its possessions, as fully and to the same extent as natural
2 persons might or could do, including, but not limited to the
3 following:

4 a. To conduct and carry on the work of the
5 corporation not for profit but for fine arts, scientific, literary
6 or educational purposes in such a manner that no part of its
7 income or property shall inure to the private benefit of any
8 member, trustee, officer or individual having a personal or
9 private interest in the activities of the corporation.

10 b. To foster, encourage, and develop popular public
11 appreciation of all opera; to provide means, equipment and
12 facilities to afford qualified persons an opportunity to acquire
13 knowledge of the science of stagecraft and practical experience in
14 opera production; to provide means, equipment, and facilities to
15 afford composers a medium through which their musical compositions
16 in operatic form may be produced and presented to the public; to
17 own, lease, operate, and maintain one or more workshops and
18 theaters; to cultivate, promote, foster, sponsor, and develop the
19 understanding, taste, and love of the musical arts; and to do all
20 and everything necessary, suitable and proper for the attainment
21 of any of the purposes, the accomplishment of any of the objects,
22 or the furtherance of any of the powers hereinabove set forth.

23 c. To promote means and opportunities for the
24 education of the public with respect to the study and culture of
25 vocal and instrumental music and the enjoyment and wholesome
26 utilization thereof; to solicit, collect, and otherwise raise
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1 money including federal or state grants, for such purposes, and to
2 expend, contribute, disburse, otherwise handle and dispose of the
3 same for such purposes; to assist the public and parochial schools
4 and universities within the State of Idaho in promoting and
5 developing an outstanding music education and appreciation
6 program; to assist the musical organizations within the
7 communities of the State of Idaho in the performance of musical
8 works.

9 2. To devise and perpetuate a code of ethics of
10 practice of the fine arts and the teaching thereof, and also of
11 applied and commerical arts, so that higher standards of
12 achievement and instruction and criticism shall prevail;

13 To promote and encourage talent and ability through
14 exhibitions, awards, scholarships and sales of art works;

15 To establish and maintain schools and courses of
16 study of the fine, applied and commercial arts.

17 3. To promote and encourage public interest in and
18 support of art in general, and the work of the members of this
19 corporation in particular;

20 To promote and facilitate social and professional
21 relations and cooperation between and among the members of this
22 league and the members of the allied arts of music, literature,
23 sculpture, and the patrons of all the arts;

24 To create and maintain a library, recreation center,
25 and center of professional activities relating to fine arts.
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1 4. To establish and carry on a non-profit school or
2 college where students may obtain a sound fine arts education; to
3 provide for the delivery and holding of lectures, exhibitions,
4 public meetings, classes, and conferences, calculated directly or
5 indirectly to advance the cause of "education in fine arts"
6 whether general, professional, or technical;

7 To gather, receive, and disseminate such information
8 as may seem helpful in the instruction of its students;

9 To provide helpful vocational advice and guidance,
10 to maintain and operate a general free employment agency for
11 placing or replacing employment of individuals who have taken
12 courses at, or are graduates of, the school or schools conducted by
13 this corporation;

14 To confer diplomas or other certificates of merit
15 upon those who become proficient in one or more of the branches of
16 instruction offered at the school or schools maintained by this
17 corporation.

18 5. In the event that any member, or any non-member
19 (whether an individual, firm, corporation or other organization)
20 by last will and testament, deed or other writing, shall give to
21 the corporation funds, securities, or other properties, and
22 therein shall designate one or more limited purposes (within the
23 scope of the general purposes stated in paragraphs 1 and 2 of this
24 Article Second), to which the whole or a portion of the principal
25 or income or both, of such gift, is to be applied by the
26 corporation, or shall give certain directions regarding the time,
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1 manner, amounts and conditions of the application or disposition
2 of such gift or of the principal or income thereof, by the
3 corporation, or otherwise shall curtail, as respects such gift
4 only, the powers, authorities, or discretions which, as regards
5 the corporate property generally, are granted to and vested in the
6 Board of Directors by the other provisions of this Article of
7 Incorporation, the Board of Directors shall have the power to
8 accept such gift strictly in accordance with the provisions of
9 such last will and testament, deed or other writing. In no event
10 and under no circumstance, however, shall the Board of Directors
11 accept any such gift or undertake the administration or
12 distribution thereof, if the limited purpose or purposes to which
13 the principal or income or both, is to be applied and distributed,
14 shall not be within the scope of the general purposes stated in
15 this Article Two.

16 6. Subject always to the provisions of this Article
17 Two, to acquire, receive, purchase, take by gift, grant, devise,
18 bequest or otherwise, real, personal and mixed property of every
19 kind and description, wheresoever the same may be situated and
20 without limit as to amount, including, without limiting the
21 generality of the foregoing, money, lands, buildings, mortgages,
22 shares, stocks, debentures, or other securities of any donor,
23 bills, notes, claims, or any evidence of indebtedness and any
24 interest in any property which may be necessary or convenient for
25 the conduct of the corporation; to hold, invest, reinvest, use,
26 mortgage, pledge, sell, leases, assign, give, exchange, transfer
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1 or otherwise dispose of the same as determined in the exercise of
2 discretion of the Board of Directors to borrow money of any
3 person, firm or corporation and to issue notes or obligations of
4 the corporation from time to time for any of the objects or
5 purposes of the corporation and secure the same by lawful means;
6 to enter into, make, perform and carry out contracts of any kind
7 or nature for any of the objects or purposes of the corporation
8 without limit as to amount; and to have one or more offices to
9 carry on all or any of the operations and the exercise of any of
10 the powers of the corporation.

11 7. The corporation shall not, in any way, directly or
12 indirectly, engage in carrying on propaganda or otherwise attempt
13 to influence legislation.

14 ARTICLE FOUR

15 NONSTOCK CORPORATION

16 The corporation shall be nonstock and no dividends or
17 pecuniary profits shall be declared or paid to the members
18 thereof.

19 ARTICLE FIVE

20 DIRECTORS

21 The number of directors constituting the initial board
22 of directors of the corporation is three, and the names and
23 addresses of the persons who are to serve as initial directors are
24 as follows:

25 PAT ASCHLIMAN 326 N. State, Shelley, ID 83274
26 MERRILL BARNEY, Firth, Idaho
27 JAY F. BATES, 555 4th St Suite A, Idaho Falls, ID
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1 The number of directors of this corporation shall not be
2 less than three (3) nor more than seven (7).

3 ARTICLE SIX

4 ELECTION OF DIRECTORS

5 1. The qualifications of the directors, together with
6 their terms of office, election, removal, change in number within
7 the prescribed limits, filling of vacancies, powers, duties, and
8 liabilities shall, except as may otherwise be provided for in this
9 Articles of Incorporation or by the laws of the State of Idaho, be
10 prescribed by the bylaws.

11 2. In furtherance and not in limitation of the general
12 powers conferred by the laws of the State of Idaho, the Board of
13 Directors is expressly authorized:

14 a. To make, alter, or repeal any bylaws of the
15 corporation.

16 b. To designate (by appropriate bylaws, or by
17 resolutions passed by a majority of the Board) two or more of its
18 number, to constitute a committee or committees, with such name or
19 names as may be stated in the bylaws or as may be determined from
20 time to time by resolution of the Board of Directors, which
21 committee or committees, to the extent provided in such resolution
22 or resolutions or in the bylaws of the corporation, shall have and
23 may exercise the powers of the Board of Directors in the
24 management of the work and affairs of the corporation, and may
25 have power to authorize the seal of the corporation to be affixed
26 to all papers which may require it.

1 c. In the exercise of its absolute and uncontrolled
2 discretion, to make any and all donations, gifts, contributions,
3 and loans which the corporation may make pursuant to this Articles
4 of Incorporation in such amounts and manner and through such
5 agencies in the United States or any of its possessions as may be
6 provided in such resolution or resolutions as may be passed from
7 time to time by a majority of the Board of Directors, and without
8 responsibility or accountability to the members of the corporation
9 for any such donations, gifts, contributions or loans if any
10 respect whatever, subject, nevertheless, to the provisions of the
11 law of Idaho and the Articles of Incorporation.

12 d. The corporation may, at any meeting of its Board
13 of Directors, sell, leave or exchange all of the property and
14 assets of the corporation, or any substantial part thereof; upon
15 such terms and conditions and for such consideration as it may
16 deem expedient and for the best interests of the corporation and
17 for carrying out the objects and purposes for which the
18 corporation is formed.

19 e. The corporation may by its bylaws confer upon
20 the directors and officers additional powers and authorities not
21 inconsistent with the Articles of Incorporation or the laws of the
22 State of Idaho.

23 ARTICLE SEVEN

24 CORPORATE OFFICERS AND THEIR FUNCTIONS

25 The general officers of the corporation shall be
26 president, vice-president, secretary and treasurer.
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1 The principal duties of the president shall be to
2 preside at all meetings of the members and the board of directors
3 and to have general supervision of the affairs of the
4 corporation.

5 The principal duties of the vice-president shall be to
6 discharge the duties of the president in the event of absence or
7 disability, for any cause whatsoever, of the president.

8 The principal duties of the secretary shall be to
9 countersign all deeds, leases, and conveyances executed by the
10 corporation, affix the seal of the corporation thereto and to such
11 other papers as shall be required or directed to be sealed, and to
12 keep a record of the proceedings of the board of directors, and to
13 safely and systematically keep all books, papers, records, and
14 documents belonging to the corporation, or in any way pertaining
15 to the business thereof, except the books and records incidental to
16 the duties of the treasurer.

17 The principal duties of the treasurer shall be to keep
18 an account of all monies, credits, property of any and every
19 nature of the corporation which shall come into his hands, and to
20 keep an accurate account of all monies received and disbursed and
21 of proper vouchers for monies disbursed, and to render such
22 accounts, statements, and inventories of monies received and
23 disbursed and of money and property on hand, and generally of all
24 matters pertaining to his office, as shall be required by the
25 board of directors.

1 The board of directors may provide for the appointment
2 of such additional officers as they may deem for the best interest
3 of the corporation.

4 Whenever the board of directors may so order, any two
5 offices, except the offices of President and Secretary, may be
6 held by one person.

7 The officers shall perform such additional or different
8 duties as shall from time to time be imposed or required by the
9 board of directors, or as may be prescribed from time to time by
10 the bylaws.

11 12 ARTICLE EIGHT

13 ELECTION OF OFFICERS

14 The officers shall be elected by the directors, who
15 shall first be elected by the members of the corporation.

16 ARTICLE NINE

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18 The corporation is not organized for pecuniary profit;
19 it shall not have any power to issue certificates of stock or
20 declare dividends; no part of its net earning shall inure to the
21 benefit of any private member or individual; and no officer,
22 member or employee shall receive or be lawfully entitled to
23 receive any pecuniary profit from the operation of the
24 corporation, except a reasonable compensation for the services in
25 effecting one or more of its purposes.

1 In the event of any dissolution or liquidation of the
2 affairs of the corporation, the property and assets of the
3 corporation shall be distributed to or among one or more similar
4 corporations or foundations within the meaning of the Internal
5 Revenue Code of 1954, as the same is now in effect or as it may be
6 hereafter amended, or such property and assets shall be given to
7 the municipal government of cities with which this corporation has
8 been concerned to be used for the purposes of this corporation set
9 forth herein.

10 ARTICLE TEN

11 MEMBERSHIP REQUIREMENTS

12 The method and conditions on which members shall be
13 accepted and discharged or expelled shall be as specified in the
14 bylaws.

15 ARTICLE ELEVEN

16 AMENDMENTS

17 These articles may be amended in the manner provided by
18 statute at the time of amendment.

19 ARTICLE TWELVE

20 INCORPORATORS

21 The names and residences of the persons forming this
22 corporation are as follows:

23 *PAT ASCHLIMAN, 326 N. State, Shelley, Idaho 83274*
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ARTICLE THIRTEEN

The name and address of the resident agent of the corporation is:

PAT ASCHLIMAN, 326 N. State, Shelley, ID 83274

DATED: 12/6/84

Pat T. Aschliman
PAT ASCHLIMAN