



**CERTIFICATE OF INCORPORATION
OF**

SUN COMMUNICATIONS, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: **June 22, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Angie Halden*

ARTICLES OF INCORPORATION
OF
SUN COMMUNICATIONS, INC.

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SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS:

That I, THOMAS B. PEIZER, a citizen of the United States of America and of legal age, do hereby incorporate under and conformable to the laws of the State of Idaho, and do hereby make, execute, adopt, publish and certify the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

SUN COMMUNICATIONS, INC.

ARTICLE II. PURPOSE

The purposes for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Act.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITALIZATION

The corporation is authorized to issue only one class of stock, which shall be designated "common stock". The total number of shares which may be issued is 1,000,000. All such shares have a ONE DOLLAR (\$1.00) par value. Said capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash, or by services rendered to the corporation, or by real and/or personal property transferred to it. Shares of stock, when issued in exchange for services or property pursuant to resolution by the Board of Directors, shall thereupon become and shall be fully paid up the same as though paid for in

cash, and shall be nonassessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE V. PRINCIPLE OFFICE AND AGENT

The location in the State of Idaho where the principle office for the transaction of the business of this corporation shall be Ketchum, Idaho. The registered agent shall be Thomas B. Peizer, 400 Sun Valley Road, Ketchum, Idaho.

ARTICLE VI. INCORPORATORS AND DIRECTORS

The incorporators and directors and their address are as follows:

NAME

ADDRESS

Thomas B. Peizer

P.O. Box 1126, Sun Valley, ID 83353

ARTICLE VII. VOTING RIGHTS

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one (1) vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII. TRANSFER OF SHARES

No common stock of this corporation shall be transferred on the books of the corporation or any interest therein, to anyone not a stockholder without the written consent of the Directors.

ARTICLE IX. AMENDMENTS

These Articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds (2/3) of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X. DISSOLUTION

At a special meeting of the stockholders called to consider the subject, the corporation may be voluntarily dissolved provided the holders of at least two-thirds (2/3) of all the outstanding shares of the corporation consent to such dissolution by vote, in writing, in accordance with Idaho law.

A committee of three (3) shall thereupon be elected to liquidate the assets of the corporation and each share of capital stock according to the amount thereon shall be entitled to its proportion of the proceeds after all debts of the corporation have been paid.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 21 day of June, 1988.

Thomas B. Peizer
Thomas B. Peizer
Incorporator

STATE OF Idaho)
COUNTY OF Blaine) ss.

before me, a Notary Public in and for said State, personally appeared THOMAS B. PEIZER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Residing at Ketchum

WITNESS my hand and official seal.

Amy E. Vingo
Notary Public

seal