



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

AMUSEMENT AND MUSIC OWNERS OF IDAHO, 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 AMUSEMENT AND MUSIC OWNERS OF IDAHO, 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 March 21, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
Amusement and Music Owners of Idaho, Inc.
NONPROFIT CORPORATION - NONSTOCK CORPORATION

We, the undersigned residents of the State of Idaho, being 21 years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be Amusement and Music Owners of Idaho, Inc. and its location shall be 455 Pershing, City of Pocatello, County of Bannock, State of Idaho.

ARTICLE TWO

DURATION

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

ARTICLE THREE

PURPOSE CLAUSE

The objects and purposes of this association are; to promote and develop friendly relationships among its members; to collect, compile, and make available to members, data and information relative to the coin operated music and amusement machine business; to provide a medium for the exchange of experiences, discussion, and for the study of industry problems; to promote research and investigation; to aid members in dealing with special problems; to advocate just and proper laws and regulations relative to the industry; to cooperate with

government agencies for the improvement of the coin operated music and amusement industry; to represent the industry and to do all things necessary and desirable for the benefit of the public and for the welfare of the association members. This association is not organized for profit and no part of the income may inure or benefit any member or individual.

ARTICLE FOUR

NONSTOCK CORPORATION

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

ARTICLE FIVE

MEMBERSHIP

The corporation shall have three classes of membership Active, Associate, and Honorary. Only the Active members shall have voting rights.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 9, and the names and addresses of the

persons who are to serve as initial directors are as follows:

Name	Initial Term	Address
Bill Nengar	3 yrs	Salmon, Idaho
Bob Milligan	3 yrs	110 W.43rd, Boise, Id
Don Allen	3 yrs	553 Fillmore, Twin Falls, ID
Jerry Thompson	2 yrs	1303 Best Ave, Coeur d'Alene, ID
Bruce McCaskill	2 yrs	455 Pershing, Pocatello, Id
Earl Stone	2 yrs	220 No. Maine, Mtn. Home, Id
Steve Gregory	1 yr	1921 N. 33rd, Boise, Id
Larry Mahler	1 yr	259 3rd Ave, Twin Falls, ID
James Woods	1 yr	Fairview & Eldorado, Boise, ID

After each initial term set forth above, the directors or their replacements shall serve for a 3 year term.

ARTICLE SEVEN

ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows:

By a majority vote in a secret ballot of all members in good standing who are present at the annual meeting of this association. If a position on the board of directors shall become vacant before that term is fully expired, the remaining members of the board shall vote upon a replacement member with the President or Vice President, if acting for the President, voting only in the case of a tie.

ARTICLE EIGHT

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principle duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

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

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

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

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

Whenever the board of directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

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

ARTICLE NINE

ELECTION OF OFFICERS

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

ARTICLE TEN

MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be as provided in the bylaws.

ARTICLE ELEVEN

AMENDMENTS

The initial registered agent for service of process shall be Sandy McCaskill, 455 Pershing, Pocatello, Idaho 83201

ARTICLE TWELVE

INCORPORATORS

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

Dick Inglis
Steve Gregory
Bob Milligan

110 E. 40th Street, Boise, Idaho
1921 N. 33rd, Boise, Idaho
110 W. 43rd Street, Boise, Idaho

*Bob Milligan
Steven L. Gregory
Dick Inglis*