



CERTIFICATE OF INCORPORATION  
OF

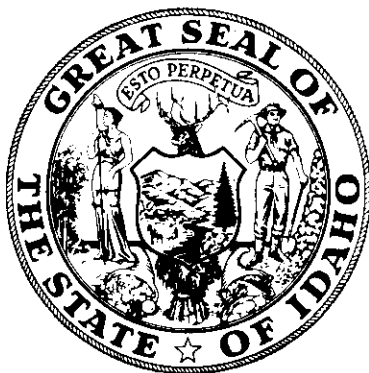
WOLVERINE CANYON, INC.

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 WOLVERINE CANYON, INC.

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: January 3, 1984



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
WOLVERINE CANYON, INC.

Jan 2 5 - 1984  
JAN 2 5 - 1984

KNOW ALL MEN BY THESE PRESENTS That we the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purpose hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE I

The name of the corporation shall be WOLVERINE CANYON, INC..

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To produce, develop, organize, manage and provide entertainment services of every name, kind and nature;

B. To prepare, write, compose, transmit, reproduce, exploit, exhibit, present, perform and broadcast musical compositions, both copyrighted and uncopyrighted, for public performance in any State or possession of the United States of America or any foreign state, country or territory throughout the world by radio, mechanical recording, television, satellite and all scientific processes of a like or similar nature now in being or which shall hereafter be made in conjunction therewith;

C. To employ musicians, singers, performers, writers, composers, managers, booking agencies and all other types of personnel, companies or agencies, whether lay or expert in nature, as may be necessary to carry out the purposes of the corporation;

D. To engage in the manufacture, production, reproduction, sale, purchase and to otherwise deal in tape cartridges, cassettes, tape wheels, records and musical productions or reproductions of every description, the purchase, sale, manufacturing of or reproduction of apparatus and equipment used in the production and reproduction of stereo tape cartridges, records, cassettes, tape wheels and players; the acquiring and selling of patents; the acquiring, handling, booking, leasing, renting and selling of magnetic tape, magnetic tape whells, magnetic tape cartridges, cassettes, stereo tapes and records, whether produced or reproduced, of every kind and description;

E. To engage in any lawful act or activity for which corporations may be organized under the general corporate laws of the State of Idaho;

F. To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and deal with goods, wares, merchandise and personal property of every class and description;

G. To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets

and property; and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

H. To acquire, own, hold, use, sell, assign, lease, grant licenses in respect thereof, mortgage or otherwise dispose of letters, patents of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names relating to or useful in connection with any business of this corporation; to collect and pay reproduction and artists royalties of every kind and nature and to negotiate, contract or otherwise deal with all record companies, tape companies, movie companies and recording companies in relation thereto.

I. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trusts, receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock company, syndicate, association, form, trust or person, public or private, or by the government of the United States of America or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency;

and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof:

J. To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to the amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

K. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

L. In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Idaho or by any other law of Idaho or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient

to the conduct, promotion or attainment of the business or purposes of the corporation;

M. The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause in this certificate of incorporation; but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

### ARTICLE III

The corporation is to have perpetual existence.

### ARTICLE IV

The location of the Post Office address of the registered office of the corporation shall be ~~P.O. Box 65, Firth,~~ Idaho 83236. <sup>RAIRO</sup> Roger D. Cox 185 S. Capital Idaho Falls

### ARTICLE V

The total number of shares of capital stock authorized shall be 50,000 shares of the same class and of no par value.

### ARTICLE VI

The amount of capital stock which has been subscribed and paid for is the sum of four (4) shares, and following are the names of the person, their addresses and numbers of shares by whom the same have been subscribed, to wit:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Tad Cox	Route 2, Box 102 Shelley, Idaho 83274	One

Bill Cox	Route 2, Box 102 Shelley, Idaho 83274	One
Cliff Reid	Route 1, Box 223 Firth, Idaho 83236	One
Robert Brown	540 West Pine Pocatello, Idaho 83201	One

#### ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than four (4) nor more than fifteen (15) directors, as may, from time to time, be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation in the City of Firth, County of Bingham, State of Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws or at such other time and place as the directors may so designate; and until such election, the officers and directors of said corporation shall be Tad Cox, President, Director and General Manager; Bill Cox, Vice-President and Director; Robert Brown, Vice-President and Director; and Cliff Reid, Secretary/Treasurer and Director.

#### ARTICLE VIII

The power to enact, repeal and amend the By-Laws of the corporation and to adopt new By-Laws is hereby conferred upon the directors as well as the shareholders to be exercised by such vote of such directors or of the allotted

shares, as the case may be, not less, however, than the majority thereof as may be fixed by the By-Laws.

#### ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho as provided by the By-Laws.

#### ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors individually or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that such shareholder or such firm is so interested in any such transaction or contract shall be disclosed or shall have been so disclosed to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with all



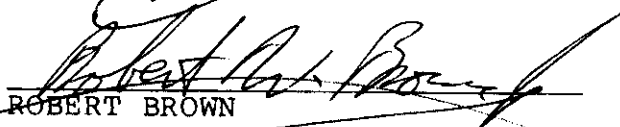
like force and effect as if he were not such director or officer of any other corporation or not so interest therein.

EXECUTED This 5 day of ~~February~~ <sup>December</sup>, 1983.

  
TAD COX

  
BILL COX

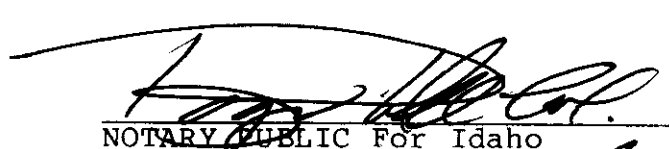
  
CLIFF REID

  
ROBERT BROWN

STATE OF IDAHO            )  
                                  )  
County of Bonneville)

On this 5 day of ~~February~~ <sup>December</sup>, 1983, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared TAD COX, BILL COX, CLIFF REID and ROBERT BROWN, known to me to be the persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION and acknowledged to me that they are the incorporators of such incorporation and that they executed the same.

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

  
NOTARY PUBLIC For Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 