

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
XXXXXX

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

BANSON'S HOME ENTERTAINMENT CENTER, INC.

was filed in the office of the Secretary of State on the

Second

day

May

A.D. One Thousand Nine Hundred

Sixty-six

and

wild be microfilm duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence

from the date hereof, with its registered office in this State located at

Pocatello,

Bannock.

in the County of

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho,

2nd
this
66

day of May

A.D., 1966

Secretary of State.

ARTICLES OF INCORPORATION
OF
FAWSON'S HOME ENTERTAINMENT CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5, do hereby certify as follows:

I.

The name of the corporation is FAWSON'S HOME ENTERTAINMENT CENTER, INC.

II.

The purposes for which said corporation is formed are:

(a) To buy and sell, at wholesale and retail, musical instruments of all kinds, including parts and accessories, printed music, literature relating to the art of music, radios, television sets, sound reproducing machines of all kinds, and contrivances and records for the same.

(b) Generally to do all things necessary or convenient which are incident to or connected with, the general business above-mentioned, or any part thereof.

III.

This corporation shall have the power, authority and capacity as follows:

(a) It shall have capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary or proper to accomplish its purposes, and which are not repugnant to law;

(b) Without limiting or enlarging the grant of authority contained in subdivision 1, Section 30-114, Idaho, it is hereby provided that such corporation shall have authority:

1. To have succession by its corporate name for the time stated in its articles of incorporation, and when no period is limited, perpetually;
2. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;
3. To have and use a corporate seal which may be altered at pleasure;
4. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
5. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

6. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certifications and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense;
7. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments;
8. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;
9. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state, provided such powers are included within the objects set forth in its articles of incorporation.
10. To do all acts as are necessary and expedient to accomplish its stated purposes.

IV.

The corporation is to have perpetual existence.

V.

The location and post-office address of the registered
138 North Main Street
office of the corporation is/Pocatello, Bannock County, Idaho.

VI.

The capital stock of the corporation shall be \$50,000.00
divided into 500 shares of common stock of the par value of \$100.00
each.

VII.

The names and post-office addresses of the incorporators
and the number of shares subscribed by each are as follows:

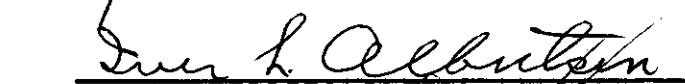
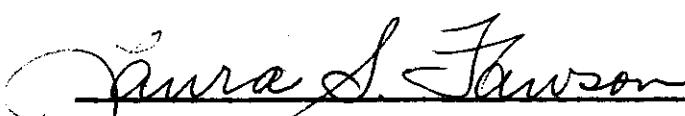
H. LeGrande Fawson	670 Highland Blvd.	1 share
	Pocatello, Idaho	

Laura S. Fawson	670 Highland Blvd.	1 share
	Pocatello, Idaho	

Iver L. Albretsen	1233 Palmer Lane	1 share
	Pocatello, Idaho	

James F. Kossoff	135 Jackson 96 Popenee Drive	1 share
	Pocatello, Idaho	

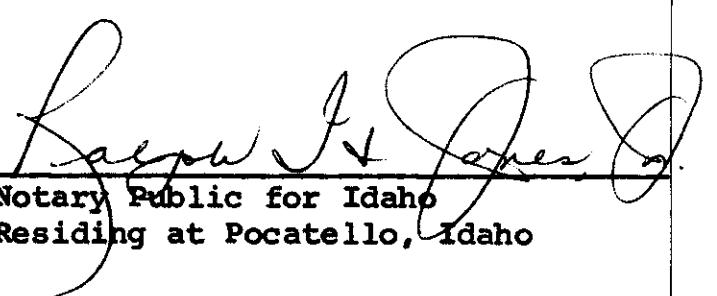
IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 13th day of April, 1966.



STATE OF IDAHO)
)
) ss:
County of Bannock)

On this 13th day of April, 1966, before me, the under-signed, personally appeared H. LEGRANDE FAWSON, LAURA S. FAWSON, IVER L. ALBRETSEN and JAMES F. KOSSOFF, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.


Ralph J. Jones
Notary Public for Idaho
Residing at Pocatello, Idaho