



Department of State

**CERTIFICATE OF INCORPORATION
OF**

CANYON DIVERSIFIED ADVERTISING, 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: **March 8, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Richards

MAR 8 4 16 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CANYON DIVERSIFIED ADVERTISING, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

I.

The name of the corporation shall be:

Canyon Diversified Advertising, Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the state of Idaho shall be: 1024 Belmont Street, Caldwell, Idaho 83605, and the name of the initial registered agent at that address shall be: Bob Pangburn, Attorney at Law.

IV.

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be: Three (3). The names and addresses of the persons to serve as directors until their term of office expires, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
DeeAnn Batt	323 N. Michigan Ave., Caldwell, Idaho 83605
Richard Batt	323 N. Michigan Ave., Caldwell, Idaho 83605
Larry Polowski	4465 Pawnee Place, Boise, Idaho 83704

VI.

The aggregate number of shares which this corporation shall have authority to issue shall be: One thousand (1000). All such shares shall be without par value. Each outstanding share entitled to vote shall be entitled to One (1) vote on each matter submitted to a vote at a meeting of shareholders.

VII.

To the fullest extent of the law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified,

continue as to the person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.


No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

VIII.

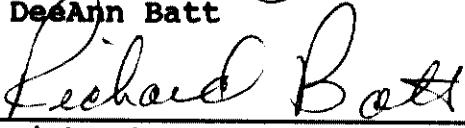
The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
DeeAnn Batt	323 N. Michigan Ave., Caldwell, Idaho 83605
Richard Batt	323 N. Michigan Ave., Caldwell, Idaho 83605
Larry Polowski	4465 Pawnee Place, Boise, Idaho 83704

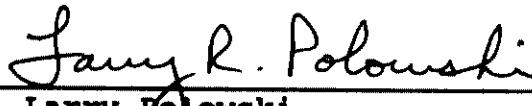
IN WITNESS WHEREOF, we have hereunto set our hands this
20th day of February, 1991.



DeeAnn Batt



Richard Batt

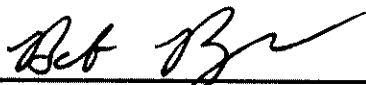


Larry Polowski

STATE OF IDAHO)
County of Canyon) ss.

On this 20th day of February, before me, a notary public in and for said county and state, personally appeared DeeAnn Batt, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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




NOTARY PUBLIC for Idaho
Residing at Notus, Idaho
My Commission Expires 3-21-95

STATE OF IDAHO)
County of Canyon) ss.

On this 20th day of February, before me, a notary public in and for said county and state, personally appeared Richard Batt, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Notus, Idaho
My Commission Expires 3-21-95

STATE OF IDAHO)
)
County of Lanyon) ss.

On this 20th day of February, before me, a notary public in and for said county and state, personally appeared Larry Polowski, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



NOTARY PUBLIC for Idaho
Residing at Notus, Idaho
My Commission Expires 3-21-95