



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MA BESS PUBLISHING, INC.

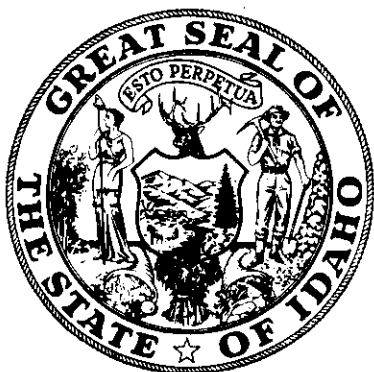
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MA BESS PUBLISHING, 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 September 24th, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

MA BESS PUBLISHING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, JOHN J. KOVATCH, TERRY L. KOVATCH and ELTON TURCOTTE, whom are full aged citizens of the State of Idaho and of the United States of America and bona fide residents of the State of Idaho, have this day voluntarily associated ourselves and do by these articles of incorporaton unite ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I.

That the name of the corporation shall be MA BESS PUBLISHING, INC.

II.

That the purposes for which said corporation is formed is as follows:

a) To engage in the reproduction, publishing and sale of old and antique books.

(b) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and to also engage in all and any businesses contemplated and within the purview of Idaho Code 30-101 and subsequent sections of title Thirty (30), Idaho Code. In general, to do any business which a natural person may do under the laws of the State of Idaho.

III.

The period of existence of this corporation shall be perpetual.

IV.

The location and post office of the registered office of the corporation in the State of Idaho is Rt. 1, Box 94 P, Athol, Idaho, 83801, with a mailing address of P.O. Box 1045, Coeur d'Alene, Idaho, 83814. This corporation shall have the power to become a partner with any other natural person or legal entity and to enter and join in any agreements and cooperative relationship not forbidden by law. The registered agent of this corporation is TERRY L. KOVATCH, of Route 1, Box 94 P, Athol, Idaho, 83801.

V.

This corporation shall have power to guarantee the payment of the principal and interest upon bonds, notes or other evidences of secured indebtedness or obligations, or the performances of the contracts or other undertakings of any corporation, co-partnership, syndicate, individual or others, and to enter into, make, perform, and carry out contracts of every kind and lawful purpose, with any person, firm, association, corporation, syndicate or others.

VI.

This corporation shall have the power to make charitable contributions.

VII.

The total number of par value shares authorized is Five Hundred (500) shares of non-assessable voting, common stock having a par value of ONE HUNDRED (\$100.00) DOLLARS per share. The aggregate par value of the total authorized number of par value shares being \$50,000.00. Each share of

common stock shall have one vote. The company is permitted to purchase its own stock.

VIII.

The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be shares held in the treasury of the corporation from time to time, or as may be authorized from time to time over and above 500 shares of common stock authorized by the original Articles of Incorporation of the corporation. Such pre-emptive rights shall be exercised in the respective ration which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

IX.

This corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its board of directors may determine.

X.

The number of directors of this corporation shall be not less than two (2) nor more than five (5), and may be altered from time to time as provided by the By-Laws. The directors need not be stockholders. Initially, there shall be three (3) directors of this corporation, who are to serve as directors until the first annual meeting of shareholders

or until their successors are elected and shall qualify,
namely:

JOHN J. KOVATCH	Rt. 1, Box 94P Athol, Idaho 83801
TERRY L. KOVATCH	Rt. 1, Box 94P Athol, Idaho 83801
ELTON TURCOTTE	E. 831 N. 6th Coeur d'Alene, Idaho 83814

XI.

Any one or more of the directors may be removed either with or without cause, at any time, by a vote of 2/3 of the stockholders at any special meeting called for the purpose.

XII.

No contract or other transaction between this corporation and any other 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 or officers of such other corporation. Any director individually or any firm of which any 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 the fact that he or such firm so interested shall be disclosed or shall be known to the board of directors or such members thereof, as shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director

of officer of such other corporation or not so interested.

XIII.

The board of directors shall have the power to make or amend By-Laws of the corporation except as concerns their term of office and compensation.

XIV.

These articles may be amended or any addition thereto by a two-thirds vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose.

XV.

The names and addresses of the persons who are incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
John J. Kovatch	Rt. 1, Box 94 P Athol, Idaho 83801	One Share
Terry L. Kovatch	Rt. 1, Box 94P Athol, Idaho 83801	One Share
Elton Turcotte	E. 831 N. 6th Coeur d'Alene, Idaho 83814	One Share

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make and file this agreement and have accordingly made, signed and acknowledged these Articles of Incorporation this 22 day of September, 1981.

John J. Kovatch
JOHN J. KOVATCH

Terry L. Kovatch
TERRY L. KOVATCH

Elton Turcotte
ELTON TURCOTTE

STATE OF IDAHO)
 ss
County of Kootenai)

On this 22 day of September, 1981, before me, the undersigned Notary Public, personally appeared, JOHN J. KOVATCH, known to me to be the President of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

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

Jackie J. Heller
Notary Public for Idaho
Residing at: Post Falls
My Commission Expires: lifetime

STATE OF IDAHO)
 ss
County of Kootenai)

On this 22 day of September, 1981, before me, the undersigned Notary Public, personally appeared, ELTON TURCOTTE, known to me to be the Vice-President of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

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

Jackie J. Heller
Notary Public for Idaho
Residing at: Post Falls
My Commission Expires: lifetime

STATE OF IDAHO)
 ss
County of Kootenai)

On this 22 day of September, 1981, before me, the undersigned Notary Public, personally appeared, TERRY L. KOVATCH, known to me to be the Secretary/Treasurer of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

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

Jackie J. Heller
Notary Public for Idaho
Residing at: Post Falls
My Commission Expires: lifetime