

FILED

ARTICLES OF INCORPORATION

OF

CDA DISCOUNT CINEMAS, INC.

98 JUN 15 AM 10:24
SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of CDA DISCOUNT CINEMAS, INC. under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: CDA DISCOUNT CINEMAS, INC.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose of this corporation will be to conduct all lawful business activity.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

COMMON STOCK

This corporation shall have authority to issue 10,000 shares of Common Stock, no par value. The authorized and treasury stock of this corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

IDAHO SECRETARY OF STATE

06/15/1998 09:00
CX: 3518 CT: 39594 IN: 119631

1 @ 100.00 = 100.00 CORP

C124438

ARTICLE VI

INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

ARTICLE VII

SHAREHOLDER RIGHTS

The shareholders of CDA DISCOUNT CINEMAS, INC. shall have preemptive rights to acquire shares of CDA DISCOUNT CINEMAS, INC. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

ARTICLE VIII

COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares of Common Stock.

ARTICLE IX

INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of CDA DISCOUNT CINEMAS, INC. is:

John B. Geddes
1424 Sherman Ave., Suite #200
Coeur d'Alene, Idaho 83835

ARTICLE X

DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is one (1). Thereafter, the number of Directors shall be determined by the By-laws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Curtis B. Deming	12385 St. James Hayden Lake, Idaho 83835
Sherry L. Deming	12385 St. James Hayden Lake, Idaho 83835

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Curtis B. Deming	12385 St. James Hayden Lake, Idaho 83835

ARTICLE XII

COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 12th day of June, 1998.

INCORPORATOR:

Curtis B. Deming
CURTIS B. DEMING

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

I, the undersigned being a notary public, do hereby certify that on this 12th day of June, 1998, personally appeared before me CURTIS B. DEMING who, being by me first duly sworn, declared that (s)he is the incorporator of the corporation and that he signed the foregoing document on behalf of the corporation and that the statements therein contained are true.

Latech M. Davis
NOTARY PUBLIC
Commission Expires: 9-26-02

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.



John B. Geddes