

**FILED**  
99 MAR -8 PM 2:18  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
SMILEY PUBLICATIONS, INC.

Prepared by:  
CALLAHAN & PROHASKA, CHTD.

*Coeur d'Alene Office*  
P.O. Box 2226  
Coeur d'Alene, Idaho 83816-2226  
(208) 664-9228

*Sandpoint Office*  
P.O. Box 2050  
Sandpoint, Idaho 83864-0906  
(208) 265-4506

C127900

ARTICLES OF INCORPORATION  
OF  
SMILEY PUBLICATIONS, INC.

FILED

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

ARTICLE ONE  
NAME OF CORPORATION

The name of the corporation shall be "SMILEY PUBLICATIONS, INC."

ARTICLE TWO  
PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE THREE  
CORPORATE PURPOSES

The purposes for which the corporation is organized shall be any or all lawful purposes and business for which a corporation may be incorporated under the Idaho Business Corporation Act and the laws of the State of Idaho.

ARTICLE FOUR  
AUTHORIZED SHARES OF STOCK

The aggregate number of shares of corporate stock which the corporation shall have authority to issue shall be Ten Thousand (10,000) shares. All of such shares of corporate stock shall have no par value.

ARTICLE FIVE  
NO PREEMPTIVE RIGHTS

There shall be no provisions granting preemptive rights to any class of stock or any stockholder.

ARTICLE SIX  
BYLAWS REGULATE INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of ~~SMILEY PUBLICATIONS, INC.~~ be set forth in the Bylaws of the corporation.

03/09/1999 09:00  
CK: 1338 CT: 103679 BH: 194954

1 @ 100.00 = 100.00 CORP # 2

C127900

ARTICLE SEVEN  
REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of the corporation shall be SMILEY PUBLICATIONS, INC., 1700 Hayden View Drive, Coeur d'Alene, Idaho 83814. The name and address of the initial registered agent of the corporation shall be JACK SMILEY, 1700 Hayden View Drive, Coeur d'Alene, Idaho 83814.

The mailing address of the initial registered agent and of the registered office of the corporation shall be JACK SMILEY, 1700 Hayden View Drive, Coeur d'Alene, Idaho 83814.

ARTICLE EIGHT  
CORPORATE DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation shall be One (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

| Name        | Address   |
|-------------|---|
| JACK SMILEY | 1700 Hayden View Drive, Coeur d'Alene, Idaho 83814. |

ARTICLE NINE  
INCORPORATOR

The name and address of the initial incorporator is:

| Name        | Address   |
|-------------|---|
| JACK SMILEY | 1700 Hayden View Drive, Coeur d'Alene, Idaho 83814. |

These Articles of Incorporation of SMILEY PUBLICATIONS, INC. shall be and are hereby adopted on this 2 day of March, in the year 1999.

  
\_\_\_\_\_  
JACK SMILEY  
Incorporator