

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WESEE, INCORPORATED

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: June 4, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Redman*

ARTICLES OF INCORPORATION  
OF  
WESEE, INCORPORATED

RECEIVED  
SEC. OF STATE

93 MAY 24 PM 8 37

3 JUN 4 AM 8 52  
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 Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

ARTICLE I

NAME. The name of the Corporation is WESEE, INCORPORATED

ARTICLE II

PURPOSES. The purposes for which the Corporation is formed are:

1. To develop lettering, make drawings and to generally carry on the business of prints, designs, pictures, drawings and illustrations of books, magazines, stationary, and any and all other printed materials and provide services normally provided by commercial artists.

2. To carry on the business of a book author and to draft, produce, create, present, publish, print and sell books, journals, magazines, pamphlets, and deal in any and all other written materials.

3. To engage in the invention, development, production, operation, sale or lease of devices, papers, books and other items, processes, and services relating to the communication, photographic, printing and image reproduction arts.

4. To decorate buildings and structures, both interior and exterior, and to buy and sell and generally deal in all materials used in decorating.

5. To engage in the business of consultant, designer, purchaser and seller of decorating plans, ideas, materials, and fixtures to the general public.

6. To invest its funds in real estate, mortgages, deeds of trust, stocks, bonds, or any other type of investment.

7. To engage and transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

### ARTICLE III

POWER AND AUTHORITY. This Corporation shall have all the power, authority, and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, lease, use, and dispose of all equipment, machinery, furniture, and furnishings necessary or convenient in and about the prosecution of its business.

4. To purchase, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, wherever situate.

5. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its real and personal property.

6. To purchase, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without this state.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.

13. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

#### ARTICLE IV

DURATION. The Corporation shall have perpetual existence.

#### ARTICLE V

PRINCIPAL PLACE OF BUSINESS. The location of the business of the Corporation shall be:

1246 Yellowstone, Suite B-4  
Pocatello, Idaho 83201-4372

or at such other place as the Board of Directors shall designate.

#### ARTICLE VI

REGISTERED OFFICE AND AGENT. The location and post office address of the initial registered office of the Corporation is:

1246 Yellowstone, Suite B-4  
Pocatello, Idaho 83201-4372

or at such other place as the Board of Directors shall designate.

The initial registered agent of the Corporation and her address is:

Sheryl J. Christensen  
1246 Yellowstone, Suite B-4  
Pocatello, Idaho 83201

#### ARTICLE VII

CAPITAL STOCK. The total aggregate number of shares of stock which the Corporation shall have authority to issue is 1,000 with a par value of \$1.00. The capital stock of the Corporation shall be \$1,000.00. Any non-issued shares herein authorized may be issued from time to time by the Corporation in such manner and amounts and for such consideration as shall be determined from time to time by the Board of Directors. The capital stock, when issued by the Corporation, shall be fully paid and non-assessable.

#### ARTICLE VIII

PREEMPITVE RIGHTS. Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

#### ARTICLE IX

BUSINESS AFFAIRS. Provisions for the regulation of the internal affairs of the Corporation are such as may be provided in detail by the Corporation's Articles and Bylaws, including restrictions on transfer of shares.

#### ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK. The shareholders of the Corporation shall have the power to include in the Bylaws, adopted

by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible to be a shareholder of the Corporation and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose.

#### ARTICLE XI

INCORPORATORS. The names, post office addresses, and number of shares subscribed to the incorporators are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Wendy Gardner	611 S. Fisher Ave. Blackfoot, ID 83221	100
Sheryl J. Christensen	1246 Yellowstone, Ste. B-4 Pocatello, ID 83201	100

## ARTICLE XII

BOARD OF DIRECTORS. The Board of Directors of the Corporation shall consist of one or more members, unless otherwise modified from time to time in accordance with the By Laws of the Corporation. All directors shall be elected annually in accordance with the provisions of Idaho Code 30-1-36 as presently enacted or hereafter amended. There will be no classification of directors or staggering of their terms.

## ARTICLE XIII

INITIAL BOARD OF DIRECTORS. The names and post office addresses of the members of the initial Board of Directors of the Corporation who shall serve until the first annual meeting of the shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wendy Gardner	611 S. Fisher Blackfoot, ID 83221
Sheryl J. Christensen	370 Spoon Drive Pocatello, ID 83204

## ARTICLE XIV

AMENDMENT. These Articles of Incorporation may, from time to time, be amended in any respect provided by law, when approved by a vote representing the majority of the outstanding capital stock of the Corporation.



IN WITNESS WHEREOF, the incorporators have executed these  
Articles of Incorporation this 20<sup>th</sup> day of May, 1993.

Wendy Gardner  
Wendy Gardner

Sheryl J. Christensen  
Sheryl J. Christensen

STATE OF IDAHO           )  
                                  )   ss  
County of Bannock       )

On this 20<sup>th</sup> day of May, 1993, before me, personally appeared  
WENDY GARDNER, known or identified 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 the day and year in this certificate first above  
written.

Craig W. Christensen  
Notary Public for Idaho  
Residing at Pocatello, Idaho  
My Commission Expires: 11/23/97

STATE OF IDAHO       )  
                              ) ss  
County of Bannock    )

On this 20<sup>TH</sup> day of May, 1993, before me, personally appeared SHERYL J. CHRISTENSEN, known or identified 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 the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Pocatello, Idaho  
My Commission Expires: 11/22/97

CRAIG W. CHRISTENSEN, CHARTERED  
1246 YELLOWSTONE - SUITE B-4  
POCATELLO, IDAHO 83201  
(208) 237-2507

ARTICLES OF INCORPORATION  
corp/wesee.art

-9-

IDAHO SECRETARY OF STATE  
19930524 0900 77082 2  
CK #: 1389 CUST# 1  
CORPORATIO 10 60.00= 60.00

#: