



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WHETSTONE ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **29th** day
of **April** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

McCall

in the County of

Valley

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **29th** day of **April** ,
A.D., 19**58** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
WHEELSTONE ENTERTAINMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I

The name of this corporation shall be "WHEELSTONE ENTERTAINMENTS, INC."

II

The duration of this corporation shall be perpetual.

III

The location and postoffice address of the registered office of this corporation in the State of Idaho shall be McCall, Valley County, Idaho.

IV

The objects and purposes for which this corporation is formed and the general nature of the business to be transacted by this corporation are as follows:

(a) To own, lease or otherwise acquire and to manage, operate and control indoor theaters and outdoor drive-in theaters and other places of amusement; to carry on a general theatrical, motion picture and amusement business and every branch thereof or connected therewith; and to carry on any other business of a similar or related nature or capable of being conveniently carried on in connection with the foregoing

or calculated directly or indirectly to enhance the value of the property or rights of the corporation; to contract for advertising and deal in advertising space, billboards, and advertising films.

(b) To construct, build or alter all kinds of theater buildings, outdoor drive-in theaters and other amusement places, business or commercial structures and any and all other kinds of buildings or structures, and to own, acquire, lease, hold, control, maintain, develop, conduct or operate or sell or dispose of the same.

(c) To own, lease, or otherwise acquire and to manage, operate or control restaurants, lunch rooms, soft drink and confectionery stands and other eating places and to carry on any business of a similar nature, or capable of being carried on in connection therewith.

(d) To own, lease, manage, operate and conduct taverns, restaurants, cafes, and bars and to carry on, conduct, and manage any and all business and activities incident to and forming a part of such business; generally, to do any and all things, and to perform any and all acts, incident to the business hereinbefore stated, including the sale and dispensing of alcoholic beverages and liquors.

(e) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous, for the purposes of the corporation.

(f) To carry on a general trading business in all its branches and sell, lease, handle, stock, warehouse, ship, traffic in, and otherwise deal in all kinds of goods, wares, merchandise and property, both at retail and wholesale, and as a broker, factor, and as agent for others.

(g) To engage in and conduct any other business, pursuit, occupation or enterprise authorized or permitted by law.

(h) To purchase, or otherwise acquire, lease, contract for, own and hold, in whole and in part, the business good will, rights, franchise, privileges and property of every kind of any person, firm, partnership, association or corporation engaged in or authorized to conduct any business authorized to be conducted by this corporation or owning property necessary or suitable for its purposes; to pay for the same in cash or in stock or bonds of this corporation or otherwise, and to hold or in any manner dispose of the whole or any part of the business or property so acquired and to assume in whole or in part the liabilities and obligations of any such person, firm, partnership, association or corporation and to exercise all the powers necessary, convenient or incidental to the conduct of such business.

(i) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investments, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes, and other evidence of indebtedness of any corporation, stock company, or associations, now or hereafter existing, whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for the purpose from time to time, to the same extent as natural persons might or could do.

(j) To purchase, hold, sell, and re-issue the shares of the stock of this corporation.

(k) To engage in manufacturing or mercantile business, of

any kind, or character whatsoever, and to that end to acquire, hold, own, and dispose of any and all property, assets, stocks, bonds, and right of any and every kind, without limitation.

(l) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the foregoing purposes, or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its property; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the act pursuant to and under which this corporation is formed.

(m) To borrow money and otherwise incur indebtedness, without limits as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable whether secured or unsecured.

(n) For the purpose of securing all or any of the contracts, obligations, or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate, all or any part of the property or assets at any time held or owned by this corporation.

(o) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other State, territory, or colony of the United States, the District of Columbia, or any other part of the world, as well as to the same extent as natural persons might or could do, either alone, or in association with others,

and at its option to have one or more offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal places of business as set out in these Articles.

(p) It is the intention of the incorporators of this company that the foregoing clauses shall be construed as both objects and powers and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated, or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

V

The business of this corporation shall be managed and conducted by a Board of at least three (3) directors, the exact number thereof to be fixed as provided by the By-Laws, the first board to be elected the first meeting of the stockholders of this corporation and the entire board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

VI

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho, as may be designated by a majority of the Board of Directors.

VII

The total amount of the authorized capital stock of this corporation shall be TWENTY FIVE THOUSAND DOLLARS (\$25,000.00), divided into the following classes:

(a) 1000 shares of common voting stock of the par value of TEN DOLLARS (\$10.00) per share;

(b) 1500 shares of 8% preferred non-voting stock of the par value of TEN DOLLARS (\$10.00) per share.

The following rights, privileges and conditions shall attach to the shares of each class of stock:

(1) The holders of preferred stock shall be entitled to receive in each year, out of the net profits of the corporation, a fixed yearly dividend of 8% per annum, payable annually on the 31st day of December of each year, and said dividends shall be cumulative, so that if in any one year dividends amounting to 8% shall not have been paid on the preferred stock the deficiency shall be a charge upon the net earnings of the corporation, and shall be payable subsequently, and no dividends shall be paid upon any common stock until all dividends cumulated as aforesaid shall have been paid upon the preferred stock.

(2) After the lapse of five years from the date of issuance thereof, the whole or any part of said preferred stock shall be redeemable at \$11.00 per share, upon any dividend date as the board of Directors may deem advisable; the said preferred stock shall be redeemable only out of net profits of the corporation, and further, that all cumulated dividends shall be paid in full up to the date of such redemption of any such preferred stock.

Notice of intention of the corporation to redeem all or any of its preferred stock shall be given by the corporation to the stockholders of said preferred stock so to be redeemed at their address appearing on the books of the corporation by mailing the same

or a copy thereof, postage fully prepaid and addressed to such preferred stockholder at his respective address, at least sixty days prior to the date fixed for such redemption. If less than the whole amount of the outstanding preferred stock shall be redeemed at any time, the stock so to be redeemed shall be selected in such a manner as from time to time may be determined by the Board of Directors.

Dividends upon stock called for redemption and payment duly provided therefor shall cease to accrue on the date fixed for such redemption. Subsequent to said date the holders of such stock shall, as to such stock, cease to have further rights as stockholders in the corporation except only the right to receive from the corporation the redemption price of such stock plus any unpaid dividend thereon to the redemption date.

(3) Out of the net profits of the corporation and out of its net assets remaining after and only after provision has been made as hereinabove described ^{for} dividends upon the preferred stock, the Board of Directors may, as permitted by law, in its discretion, declare and pay dividends upon the common stock of the corporation.

(4) In the event of any liquidation, dissolution, or winding up of the corporation, or of any distribution of its capital, other than the redemption of its preferred stock, the holders of the preferred stock shall be entitled to be paid in full the par value thereof and an amount equal to all accumulated dividends unpaid thereon, whether or not earned or declared, before any amount shall be paid or any assets distributed to the holders of the common shares; and after payment of the amount payable to them as hereinbefore provided has been made to the holders of the preferred stock, the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common shares according to their respective shares.

(5) A holder of common stock shall have the right to cast one vote, in person or by proxy, for each share of common stock standing of record in his name on the books of the corporation at any meeting of stockholders. A holder of preferred stock shall have no vote thereon.

(6) Neither common nor preferred stock shall be assessable for any purpose whatsoever and neither shall have any preemptive rights of any kind.

VIII

The names and the postoffice addresses, together with the number of shares of stock subscribed by each of the incorporators are as follows:

<u>Name</u>	<u>Postoffice Address</u>	<u>No. of Shares</u>	<u>Par Value</u>
Wallace L. Whetstone	Cascade, Idaho	1	\$10.00
Mary Louise Whetstone	Cascade, Idaho	1	10.00
Robert L. Remakius	Cascade, Idaho	1	10.00

Wallace L. Whetstone (SEAL)

Mary Louise Whetstone (SEAL)

Robert L. Remakius (SEAL)

STATE OF IDAHO)
County of Valley) ss.

On this 28 day of April, 1958, before, the undersigned, a Notary Public in and for said State, personally appeared WALLACE L. WHETSTONE, MARY LOUISE WHETSTONE and ROBERT L. REMAKIUS, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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

H. E. Campbell
Notary Public for Idaho
Residing at Cascade, Idaho