

# *State of Idaho*

## **Department of State**

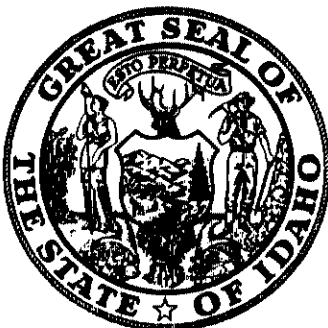
### **CERTIFICATE OF INCORPORATION OF**

### **MEMORIES, 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: February 10, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By 

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ARTICLES OF INCORPORATION

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SEC. OF STATE

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MEMORIES, INCORPORATED

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "MEMORIES, INCORPORATED".

ARTICLE II

The Corporation's purposes are is to conduct any and all businesses or endeavors allowed under the laws of the State of Idaho for corporations for profit.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 277 Jefferson, Twin Falls, Idaho, 83301.

That Sharlene B. Climer shall be the registered agent, whose address is 277 Jefferson, Twin Falls, Idaho, 83301.

#### ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1000 shares. The aggregate par value of said shares is no par value.

#### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SHARLENE B. CLIMER	277 Jefferson Twin Falls, ID 83301	10
MARVIN L. CLIMER	277 Jefferson Twin Falls, ID 83301	10

The above named incorporators shall also be the initial Directors.

#### ARTICLE VII

The Board of Directors shall consist of two Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than three nor more than the number of shareholders.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

SHARLENE B. CLIMER	277 Jefferson Twin Falls, ID 83301
MARVIN L. CLIMER	277 Jefferson Twin Falls, ID 83301

#### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

#### ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

#### ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the 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 may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation and not so

interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5<sup>th</sup> day of February, 1993.

Sharlene B. Climer  
SHARLENE B. CLIMER

Marvin L. Climer  
MARVIN L. CLIMER

STATE OF IDAHO                     )  
  :     ss.  
County of Twin Falls            )

On this 5<sup>th</sup> day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared **SHARLENE B. CLIMER**, known to me to be the Secretary of **MEMORIES, INCORPORATED**, who executed the foregoing instrument and acknowledged to me that such corporation 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.

Marilyn Ann Sugg  
Notary Public for State of Idaho  
Residing at Idaho, therein.  
Commission Expires: 10-20-93

STATE OF IDAHO                     )  
  :     ss.  
County of Twin Falls            )

On this 5<sup>th</sup> day of February, 1993, before me, the undersigned, a Notary Public in and for said State, personally

appeared MARVIN L. CLIMER, known to me to be the President of MEMORIES, INCORPORATED, who executed the foregoing instrument and acknowledged to me that such corporation 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.

Marilyn Ann Briggs  
Notary Public for State of Idaho  
Residing at Jerome, therein.  
Commission Expires: 10-20-93