

**FILED EFFECTIVE**

2003 SEP 26 AM 8:49

CLERK OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
FIESTA PRODUCTIONS, INC.

The undersigned, BE-A LLC, an Idaho limited liability company, ALAN FLOYD, JESUS HURTADO, and GILBERT HURTADO, citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I

The name of said corporation shall be FIESTA PRODUCTIONS, INC.

II

The corporation is formed for the following purposes:

A. To produce and promote entertainment events of all types, including but not limited to concerts, comedy, theater and television;

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities, and debentures and other evidence of indebtedness of its own and

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other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation;

C. To conduct business in this state and other states in the United States of America, to have one or more offices or places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate of the State of Idaho;

D. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation;

E. To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

F. To do any and all other such acts, things and business in any manner connected with or necessary, incidental convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

G. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

### III

The registered office of this corporation in the State of Idaho shall be located in Twin Falls, Idaho, and the Post Office address of the registered office of said corporation shall be 375 Ridgeway Drive, Twin Falls, Idaho, 83301.

### IV

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

### V

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-laws of the corporation, except that such number shall be not less than two (2) nor more than five (5). The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

### VI

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws;

this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

#### VII

The amount of authorized stock of the corporation shall be ONE HUNDRED THOUSAND (100,000) shares of common, voting stock with no par value. None of the stock shall be preferred and none of it is restricted.

#### VIII

The names and post office address of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Be-A LLC, an Idaho Limited Liability Company	375 Ridgeway Drive Twin Falls, Idaho 83301
Alan Floyd	602 Wyoming Street Gooding, Idaho 83330
Jesus Hurtado	3249 South 1950 East Wendell, Idaho 83355
Gilbert Hurtado	3249 South 1950 East Wendell, Idaho 83355

#### IX

Five directors shall constitute the initial Board of Directors, and the persons who will serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify, will be:

NAME

ADDRESS

MICHAEL CLAIR

375 Ridgeway Drive  
Twin Falls, Idaho 83301

DARCIE CLAIR

375 Ridgeway Drive  
Twin Falls, Idaho 83301

ALAN FLOYD

602 Wyoming Street  
Gooding, Idaho 83330

JESUS HURTADO

3249 South 1950 East  
Wendell, Idaho 83355

GILBERT HURTADO

3249 South 1950 East  
Wendell, Idaho 83355

X

The address of the initial registered office will be 375 Ridgeway Drive, Twin Falls, Idaho, 83301, and the initial registered agent of the corporation will be Michael Clair, at that address.

**IN WITNESS WHEREOF**, the parties have executed these ARTICLES OF INCORPORATION on this 25 day of September, 2003.


BE-A LLC, an Idaho Limited Liability Company

By:   
MICHAEL CLAIR - Manager / Incorporator

By:   
DARCIE CLAIR - Manager / Incorporator

By:   
MIKE ROBERSON - Manager / Incorporator

By:   
BLAIR ROBERSON - Manager / Incorporator

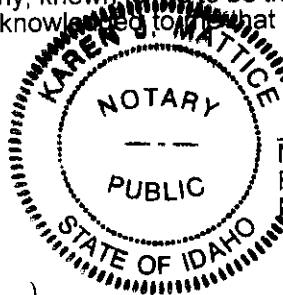
  
ALAN FLOYD

Jesus Hurtado  
JESUS HURTADO

Gilbert Hurtado  
GILBERT HURTADO

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

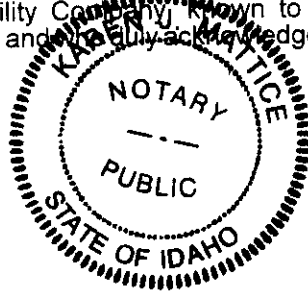
On this 24<sup>th</sup> day of September, 2003, personally appeared before me, a notary public in and for said State, MICHAEL CLAIR and DARCIE CLAIR in their capacity as Managers of BE-A LLC, an Idaho Limited Liability Company, known to me to be the signers of the foregoing ARTICLES OF INCORPORATION, and who duly acknowledged to me that he executed the same on behalf of said limited liability company.



Karen J. Mattice  
NOTARY PUBLIC  
Residence: Twin Falls, Idaho  
My Commission Expires: 2/17/09

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

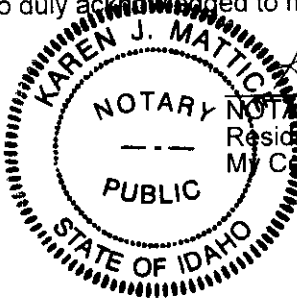
On this 25 day of September, 2003, personally appeared before me, a notary public in and for said State, BLAIR ROBERSON and MIKE ROBERSON, in their capacity as Managers of BE-A LLC, an Idaho Limited Liability Company, known to me to be the signers of the foregoing ARTICLES OF INCORPORATION, and who duly acknowledged to me that he executed the same on behalf of said limited liability company.



Karen J. Mattice  
NOTARY PUBLIC  
Residence: Twin Falls, Idaho  
My Commission Expires: 2/17/09

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

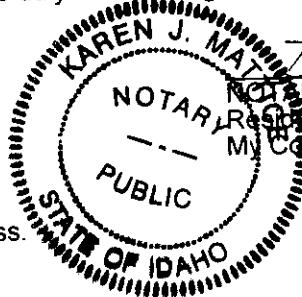
On this 24 day of September, 2003, personally appeared before me, a notary public in and for said State, ALAN FLOYD, an individual, known to me to be the signer of the foregoing ARTICLES OF INCORPORATION, and who duly acknowledged to me that he executed the same.



Karen J. Mattice  
NOTARY PUBLIC  
Residence: Twin Falls, Idaho  
My Commission Expires: 2/17/09

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

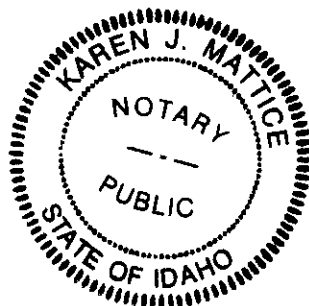
On this 24 day of September, 2003, personally appeared before me, a notary public in and for said State, JESUS HURTADO, an individual, known to me to be the signer of the foregoing ARTICLES OF INCORPORATION, and who duly acknowledged to me that he executed the same.



Karen J. Mattice  
NOTARY PUBLIC  
Residence: Idaho  
My Commission Expires: 2/17/09

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

On this 24 day of September, 2003, personally appeared before me, a notary public in and for said State, GILBERT HURTADO, an individual, known to me to be the signer of the foregoing ARTICLES OF INCORPORATION, and who duly acknowledged to me that he executed the same.



Karen J. Mattice  
NOTARY PUBLIC  
Residence: Idaho  
My Commission Expires: 2/17/09