

FILED EFFECTIVE

2002 JUL 29 AM 8:40

STATE OF IDAHO

Articles of Incorporation of Wholesale Book Distributors, Inc.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of General Corporation Law of the State of Idaho, hereby certifies as follows:

ARTICLE I CORPORATE NAME

The name of this corporation is Wholesale Book Distributors, Inc.

ARTICLE II INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Wadsworth & Smith, P.C.
214 South Cole Road
Boise, Idaho 83709

ARTICLE III PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of the State of Idaho.

ARTICLE IV STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of \$1.00 par value stock.

ARTICLE V CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend, and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered

IDAHO SECRETARY OF STATE
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or repealed, and new By-Laws made, by the stockholders.

ARTICLE VI LIABILITY OF DIRECTORS

Pursuant to the General Corporation Laws of the State of Idaho, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated.

ARTICLE VII BOARD OF DIRECTORS

The name and address of each person serving as a member of the initial Board of Directors are:

Robert W Thorstensen
11985 Edna Street
Boise, Idaho 83713

Marilyn Thorstensen
11985 Edna Street
Boise, Idaho, 83713

Neil A. Caldwell
2244 N Buteo Pl
Kuna, Idaho 83634

Elizabeth Caldwell
2244 N Buteo Pl
Kuna, Idaho 83634

ARTICLE VIII INCORPORATORS

The name and address of the incorporators are:

George Wadsworth
214 South Cole Rd
Boise, Idaho 83709

IN WITNESS WHEREOF, the incorporator(s) has/have hereunto set his/her/their hand this 28th day of July, 2003.

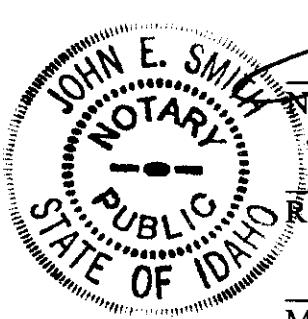
INCORPORATOR(S):


Signature

STATE OF Idaho

COUNTY OF Ada

On the 28th day of July, 2003, personally appeared before me George Wadsworth, the signer(s) of the within instrument, who duly acknowledged to me that they executed the same.



My Commission expires: