

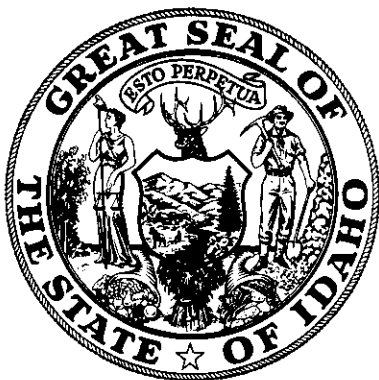
CERTIFICATE OF INCORPORATION  
OF

RICHARD SPERLING, INC.

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: December 10, 1985



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

RICHARD SPERLING, INC. FEBRUARY 9 1985

The undersigned acting as Incorporator of a Corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation.

ARTICLE I

1.1 Name. The Corporation is Richard Sperling, Inc.

ARTICLE II

2.1 Existence. The existence of the Corporation shall be perpetual.

ARTICLE III

3.1 Purpose. Purpose for which the Corporation is organized is to transact all lawful business which Corporations may be organized under the Idaho Business Corporation Act including but not limited to the conduct of an advertising business.

ARTICLE IV

SHARES

4.1 Authorized Shares. The total authorized stock is 300,000 shares of common stock par value of .01 per share.

ARTICLE V

DIRECTORS

5.1 Directors. Initial Board shall consist of two Directors the names and addresses of the persons who shall serve as Directors until first annual meeting of Stockholders or until their successors be elected and qualified are:

Richard Sperling  
404 S. 8th, Suite 410  
Boise, Idaho 83702

Monica Sperling  
404 S. 8th, Suite 410  
Boise, Idaho 83702

5.1 Number of Directors. The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by or in a matter provided in the Bylaws except as to the number constituting the initial Board of Directors which number has been fixed by these Articles of Incorporation. The numbers of Directors may be increased or

decreased from time to time by amendment to or in a matter provided in these Articles of Incorporation of the Bylaws, but no decrease in number shall have the effect of shortening the term of any incumbant Director. In the absence or the Bylaws providing for number of Directors the number shall be the same as provided for in these Articles of Incorporation.

## ARTICLE VI

### SHAREHOLDERS

6.1 **Quorum.** A Majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Stockholders.

6.2 **Shares Entitled To Vote.** Each outstanding share regardless of class shall be entitled to one vote on each matter submitted to vote at the meeting of the Stockholders except as otherwise provided herein. If these Articles of Incorporation provide for more or less than one vote for any share on any matter every reference in these Articles to a majority or other proportion of votes entitled to be cast.

Neither Treasury shares nor shares held by another corporation if a majority of the shares entitled to vote for the election of Directors of such other Corporation is held by this Corporation shall be voted at any meeting or counted and determine total number of outstanding shares at any time.

6.3 As to the election of the Board of Directors the Stockholder shall have the following right. Such Stockholder shall vote the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote or to cummlate his votes by giving one candidate as many votes as number of Directors multiplied by the number of his shares or by distributing his votes on the same principle among any number of candidates.

## ARTICLE VII

### AMENDMENT OF THE ARTICLE OF INCORPORATION

7.1 **Amendment.** The Corporation may amend its Articles of Incorporation from time to time by a majority vote at any annual meeting of the Stockholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than 10 percent of all shares entitled to vote at such meeting.

## ARTICLE VIII

### BYLAWS

8.1 **Initial Bylaws.** The initial Bylaws by the Corporation shall

be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation management affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

## ARTICLE IX

### PREEMPTIVE RIGHTS

9.1 Except to the extent limit or denied by the section of the Articles of Incorporation those have the preemptive right to acquire unissued Treasury shares and securities convertible and such shares are carried no right to subscribe to acquired shares.

## ARTICLE X

### NOTICES

10.1 The address of the initial registered office is:

Carl C. Straub, Jr.  
404 S. 8th St., Suite 410  
Boise, Idaho 83702

10.2 The mailing address of the initial registered office is:

Carl C. Straub, Jr.  
404 S. 8th St., Suite 410  
Boise, Idaho 83702

The name of the initial resident agent at the registered office is Carl C. Straub, Jr.


## ARTICLE XI

### INCORPORATORS

11.1 The name and address of the Incorporator are as follows:

Carl C. Straub, Jr.  
404 S. 8th St., Suite 410  
Boise, Idaho 83702

In Witness whereof the undersigned, the Incorporator, of the above named Corporation has hereunto signed these Articles of Incorporation of the \_\_\_\_\_ day of \_\_\_\_\_, 1985.



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Carl C. Straub, Jr.  
404 S. 8th St., Suite 410  
Boise, Idaho 83702