

98957

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KELLY'S GRAND OL' OPRY, 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: June 26, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Davies

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ARTICLES OF INCORPORATION
OF

KELLY'S GRAND OL' OPRY, INC.

KNOW ALL MEN BY THESE PRESENT; That we, the undersigned,

KELLY M. HUGHES
PATRICK C. HUGHES

all of whom are of legal age and citizens of the United States, have this day associated ourselves and do hereby, and by these Articles of Incorporation, unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho and we hereby acknowledge, enter into and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

KELLY'S GRAND OL' OPRY, INC.

ARTICLE II

The period of the duration of this Corporation shall be perpetual.

ARTICLE III

The location of the registered office of the Corporation in the State of Idaho shall be 625 W. Riverview Terrace, Post Falls, Idaho 83854. The registered agent at the registered office of this corporation is KELLY M. HUGHES.

ARTICLE IV

The purpose and objects of the corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE V

The total capital stock of this corporation is Fifty Thousand dollars (\$50,000.00), consisting of 50,000 shares of common stock of the par value of One dollar (\$1.00) per share and there shall be only one class of shares of this corporation.

ARTICLE VI

The corporation shall constitute and be a body incorporated under the laws of the State of Idaho, with the rights, privileges, powers and immunities which now are or may hereafter be secured by law to corporations, and shall be subject to all the obligations and liabilities imposed by law upon corporations.

The corporation shall have the following additional powers:

- (1) To do and act in all things as a natural person;
- (2) To issue common stock with full and equal voting rights, and other classes of stock with such other rights, privileges, conditions, restrictions, and limitations as may be determined by resolution of the stockholders as provided by Law;
- (3) To acquire and hold patents, trademarks and tradenames;
- (4) To acquire and assume all or any part of a business, including assets and liabilities that may be a part thereof, of an individual, partnership, corporation or other business association, as any of the purposes and objects hereinbefore set forth in Article IV may require, and to pay for the same in cash or property, stock, bonds or other securities of the corporation;
- (5) To guarantee the obligations of individuals, partnerships, trusts and other corporations or business associations and to offer any of its assets as security to guarantee such obligations whether or not in furtherance of the objects, purposes, business or other activities of the corporation or for its benefit;
- (6) To impose, under its By-Laws, reasonable and lawful restraints upon the alienation of its capital stock;
- (7) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects hereinbefore set forth in Article III, or which shall at any time appear to be conducive or expedient for the protection or benefit of the corporation.

ARTICLE VII

The business and affairs of the corporation shall be managed by a Board of Directors of one or more directors, the number of such directors shall be fixed as provided by the By-Laws of the corporation; the names, together with the respective street or mailing addresses of the initial directors of the corporation, who shall serve until their successors are elected and qualified

in the manner to be provided by the By-Laws of the corporation,
are as follows:

NAME	ADDRESS
KELLY M. HUGHES	625 W. Riverview Terrace P.O. Box 656 Post Falls, Idaho 83854
ED C. HUGHES	P.O. Box 72 Paradise, Montana 59856 and P.O. Box 656 Post Falls, Idaho 83854

ARTICLE VIII

The principal officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, and the names together with the respective street or mailing addresses of the persons who shall serve in such offices until their successors are elected and qualified in the manner to be provided by the By-Laws of the Corporation are as follows:

NAME	OFFICE	ADDRESS
KELLY M. HUGHES	President	P.O. Box 656 625 W. Riverview Terrace Post Falls, Idaho 83854
ED C. HUGHES	Vice President	625 W. Riverview Terrace P.O. Box 656 Post Falls, Idaho 83854
PENNY BROTTEN	Secretary/Treasurer	6152 Seltice Way #1 Post Falls, Idaho 83854

ARTICLE IX

Preemptive rights of existing stockholders:

A. If the corporation, through its stockholders, authorizes the issue, by sale or exchange, of its capital stock for money or other consideration, each existing stockholder shall have a prior right to purchase on equal terms, a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the corporation acting through the Board of Directors to declare a stock dividend as provided by law.

B. The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the corporation registered in his name in the stock journal of the corporation at the time the stockholders authorize an issue of stock.

C. An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total of shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding, shall be determined as of the time the stockholders authorize the issue of stock.

D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:

(i) The total amount of stock to be issued;

(ii) The price per share of the stock to be issued; and

(iii) Each existing stockholder's proportionate share, and the number of shares to be issued to which each may subscribe.

E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.

F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE X

Restriction on the alienation of stock:

A. Except as otherwise provided, a stockholder who desires to sell his share of stock must first offer them for sale to the corporation, it being the intention hereof to give it a preference in the purchase of them, and any attempted sale in violation of this section is null and void.

B. A stockholder desiring to sell his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser and the terms of sale. Unless his terms are accepted by the corporation within 45 days thereafter, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the named purchaser on the same terms of sale.

C. If the corporation accepts the offer of sale as to part or all of the offered shares, it shall be entitled to purchase as many shares as it shall have accepted, and the stockholder shall be at liberty to sell the remaining shares to the name purchaser upon the same terms of sale.

D. In no event shall a stockholder transfer less than all of his stock to any transferee, except as permitted by the corporation.

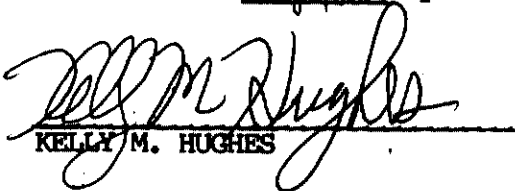
E. Notwithstanding the foregoing provisions of this paragraph,, any limited stockholder may:


(i) Transfer or dispose of his interest herein by Will or intestacy to a member of his immediate family.

(ii) Transfer or dispose of his interest herein by gift to a member of his immediate family or trustee for said family member.

For purpose of this paragraph, immediate family is defined as spouse, child, parent, sibling or in-law.

IN WITNESS WHEREOF, the parties hereto have executed these presents this 24th day of June, 1992.

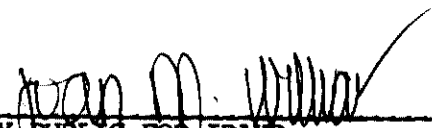

KELLY M. HUGHES


PATRICK C. HUGHES

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 24th day of June, 1992, before me, the undersigned Notary Public, personally appeared KELLY M. HUGHES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.


NOTARY PUBLIC FOR IDAHO
Residing at: Post Falls
My Bond Expires: 1994

STATE OF IDAHO)

) ss.

County of Kootenai)

On this 21st day of June, 1992, before me, the undersigned Notary Public, personally appeared PATRICK C. HUGHES, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.



NOTARY PUBLIC FOR IDAHO
Residing at: Post Falls
My Bond Expires: 1994