

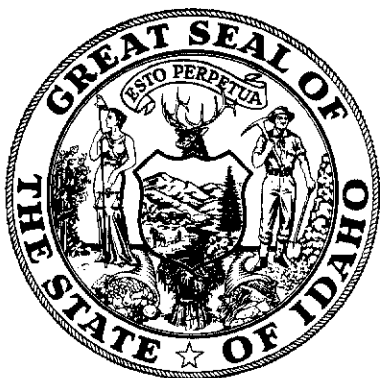
CERTIFICATE OF INCORPORATION  
OF

AMPERSAND GRAPHIC DESIGN STUDIOS, 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: January 5, 1987



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

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OF

SECRETARY OF  
STATE

AMPERSAND GRAPHIC DESIGN STUDIOS, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article I  
NAME

1.1 Name

The name of the Corporation is AMPERSAND GRAPHIC DESIGN STUDIOS, INC.

Article II  
PURPOSE

2.1 Purpose

The Corporation is organized to render services as a graphic design studio; and to own and operate the associated facilities, equipment and real estate to render such services to the public at large.

Article III  
POWERS OF THE CORPORATION

3.1 Powers

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

.1 The Corporation shall have all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purpose;

.2 To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

.3 To elect S Corporation status from the Internal Revenue Service or to terminate that election.

### 3.2 Limitations

The Corporation's Board of Directors or its agents shall not exercise the following powers:

.1 Lend money and use its credit to assist corporate Directors, Officers and employees.

## Article IV SHARES

### 4.1 Authorized Shares

The total authorized stock is 400 common shares of no par value.

## Article V CONSENT MEETINGS

### 5.1 Unanimous Consent Meetings

Any action required or permitted to be taken at a meeting of the Stockholders of the Corporation, or any action which may be taken at a meeting of the Stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Stockholders entitled to vote with respect to the subject matter thereof.

, Such consent shall have the same effect as a unanimous vote

of the Stockholders.

## 5.2 Consent Actions

Unless otherwise provided by the By-laws, any action to be taken at a meeting of the Directors of the Corporation, or any action which may be taken at a meeting of the Directors, may be taken without a meeting and if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

## Article VI AMENDMENT OF ARTICLES OF INCORPORATION

### 6.1 Amendment to Articles

The Corporation may amend its Articles of Incorporation, from time to time, so as:

- .1 To change its corporate name.
- .2 To change its period of duration.
- .3 To change, enlarge or diminish its corporate purposes.
- .4 To increase or decrease the aggregate number of shares, or shares of any class, which the Corporation has authority to issue.
- .5 To limit, deny or grant to stockholders of any class the preemptive right to acquire additional or treasury shares of the Corporation, whether then or thereafter authorized.

## Article VII DIRECTORS

### 7.1 Directors

The initial Board shall consist of Directors and the names

and addresses of the persons who shall serve as Directors until the first annual meeting of Stockholders or until their successors be elected and qualified are:

LAURENCE KNIGHTON, President	602 W. Hays Boise, Idaho 83702
KENNETH P. POULSEN, Sec-Treas.	3206 Plant Dr. Boise, Idaho 83703

#### 7.2 Number of Directors

The number of Directors shall be two (2) and said number may only be increased or decreased upon approval by the holders of sixty-seven (67%) percent of the outstanding shares then entitled to vote.

### Article VIII BY-LAWS

#### 8.1 Initial By-laws

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

### Article IX CONFLICTS IN INTEREST

#### 9.1 Contracts with Directors and Officers

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm,

association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

.1 The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

.2 The fact of such relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

.3 The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction.

#### Article X PREEMPTIVE RIGHTS

##### 10.1 Preemptive Rights

, Except to the extent limited or denied by this section or by

the Articles of Incorporation, Stockholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

Unless otherwise provided in the Articles of Incorporation,

.1 No preemptive right shall exist

.1 to acquire any shares issued to Directors, Officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of Stockholders; or

.2 to acquire any shares sold otherwise than for cash.

.2 Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.

.3 Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock or carrying a right to subscribe to or acquire shares of common stock.

.4 Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.

Article XI  
INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES AND AGENTS

11.1 Indemnification

The Corporation shall indemnify to the full extent permitted

by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator or intestate is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

Article XII  
CLOSE CORPORATION

12.1 Stock and Securities Restrictions

The Corporation is a close corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All such shares and securities shall be subject to restrictions on transfer as permitted by Idaho Code section 30-1-23A. All Issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than ten (10) persons in the aggregate.

Article XIII  
REGISTERED OFFICE

13.1 Office

The name, address and mailing address of the initial resident agent agent is:

Kenneth P. Poulsen  
Ampersand Graphic Design Studios, Inc.  
QUINN CENTER  
1661 Shoreline Drive, Suite 211  
Boise, Idaho 83702



Article XIV  
INCORPORATORS

14.1 Incorporators

The names and addresses of the incorporators are as follows:

LAURENCE KNIGHTON

602 W. Hays  
Boise, Idaho 83702

KENNETH P. POULSEN

3206 Plant Dr.  
Boise, Idaho 83703

Article XV  
TERM

15.1 Term

The term of existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, the incorporators of the above named Corporation, have hereunto signed these Articles of Incorporation on the 1st day of January, <sup>1987</sup>~~December~~, 1986.

Laurence B. Knighton  
LAURENCE KNIGHTON

Kenneth P. Poulsen  
KENNETH P. POULSEN

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