

**ARTICLES OF INCORPORATION
OF
MAIN STREET VIDEO COOPERATIVE INC.**

FILED EFFECTIVE
2015 DEC 14 AM 10:00
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE 1. The name of the nonprofit corporation shall be Main Street Video Cooperative Inc.

ARTICLE 2. The nonprofit corporation, operating on a cooperative basis, owned, operated, organized and maintained by its members, is formed for the purpose of providing goods or services to its members, including, but not limited to, providing movies and television programs on recorded media for rental and/or purchase by members, who shall be the ultimate consumers of such products.

ARTICLE 3. The street address of the registered office of the nonprofit corporation is 520 S. Main Street, Moscow, Idaho, 83843 and the registered agent at such address is MELINDA SCHAB.

ARTICLE 4. The mailing address of the nonprofit corporation shall be: 520 S. Main Street, Moscow, Idaho, 83843.

ARTICLE 5. The nonprofit corporation shall have members.

ARTICLE 6. Pursuant to Idaho Code § 30-30-202, the nonprofit corporation is authorized to issue only one (1) class of shares. The total number of shares it is authorized to issue is two hundred and fifty thousand (250,000). The shares shall have no par value. Shares shall be issued only to persons eligible for and admitted to membership under terms and provisions set forth in the Bylaws of the nonprofit corporation. The voting rights for such shares shall consist only of the participation rights accorded members on a one member-one vote basis under the Bylaws of the nonprofit corporation. Shares shall not be entitled to any dividends or other monetary return on capital furnished by members, shall be nontransferable except to the nonprofit corporation, and may not be pledged or hypothecated.

ARTICLE 7. The business and affairs of the nonprofit corporation shall be managed by a board of directors. The number and qualifications for directors shall be specified in the Bylaws, but the number of directors on the board shall not be less than three.

ARTICLE 8. The realized net earnings of the nonprofit corporation for each fiscal year, to the extent attributable to the patronage of members, shall, in accordance with the nonprofit corporation's Bylaws, be allocated to the members on the basis of their patronage and may be distributed at such a time and in such a manner as the Board of Directors determines as to constitute patronage dividends within the meaning of federal income tax law in effect from time to time.

ARTICLE 9. Pursuant to Idaho Code 30-30-905, the operations of the nonprofit cooperative corporation shall be so conducted that all members will, through their membership,

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furnish capital for the corporation as provided in the corporation's Bylaws. No interest or dividends shall be paid or payable by the corporation on any capital furnished by its members. The corporation is obligated to account on a membership basis to all its members for all amounts received and receivable from the furnishing of service and from other sources in excess of operating costs and expenses properly chargeable against the furnishing of service. The corporation is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses. The books and records of the corporation shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member. In the event of dissolution or liquidation of the corporation, after all outstanding indebtedness of the corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members, thereafter distribution of assets shall be made to each individual who is or was a member of the corporation or the individual's estate on the basis of the ratio of the member's patronage to the total patronage of all members during the existence of the corporation. If, at any time prior to dissolution or liquidation, the board shall determine that the financial condition of the corporation will not be impaired thereby, the capital credited to members' accounts may be retired in full or in part.

ARTICLE 10. The following person(s) shall be the incorporators and comprise the initial board of directors of the nonprofit corporation.

Andrea Beckett
535 Sunset Drive
Moscow, Idaho 83843

Christine Dopke
PO Box 9565
Moscow, Idaho 83843


Jamie M. Hill
814 S. Jefferson Street #3
Moscow, Idaho 83843

Monique C. Lillard
820 East B Street
Moscow, Idaho 83843

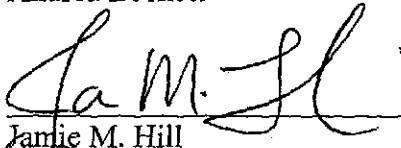
Robert Matuozzi
PO Box 1281
Pullman, Washington 99163

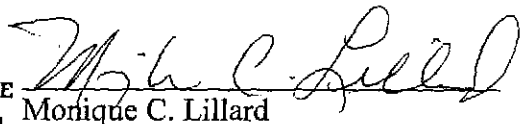
Melinda C. Schab
1034 Virginia Avenue
Moscow, Idaho 83843

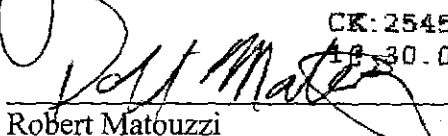
DATED this 9th day of December, 2015.


Andrea Beckett


Christine Dopke


Jamie M. Hill


Monique C. Lillard


Robert Matouzzi


Melinda C. Schab

IDAHO SECRETARY OF STATE

12/14/2015 05:00

CK:2545 CT:317809 BH:1504054

12-30.00 = 30.00 INC NONP #2