

ARTICLES OF INCORPORATION FILED EFFECTIVE

OF

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MARIPOSA MEDIA, LTD. SECRETARIAL COPY
STATE OF IDAHO

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1. **Name.** The name of the corporation is Mariposa Media, Ltd.

2. **Purpose of Corporation:** The purpose of the Mariposa Media, Ltd. is to provide internet and other media news and information about Clearwater County and other regional areas and any other legal or legitimate business enterprise or use.

3. **Registered office and agent.** The registered office of the corporation is located at 14225 Highway 12, Space 4, Orofino, Idaho, 83544. The mailing address for the registered office is P.O. Box 2444, Orofino, Idaho. The name of registered agent at the registered office is Nancy C. Butler.

4. **Initial Incorporators.** The names and addresses of the initial incorporators are:

Nancy C. Butler: 14225 Hwy 12, Sp. 4, Orofino, Idaho 83544
Michael L. Butler: 14225 Hwy 12, Sp. 4, Orofino, Idaho 83544

5. **Initial Board of Directors:** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its board of directors, subject to any limitation set forth in the By-Laws of the corporation. Directors need not be residents of the State of Idaho or shareholders of the corporation. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Nancy C. Butler: 14225 Hwy 12, Sp. 4, Orofino, Idaho 83544
Michael L. Butler: 14225 Hwy 12, Sp. 4, Orofino, Idaho 83544

6. **Personal Liability of Shareholders, Incorporators, Directors:** The corporation shall not hold any shareholder, incorporator, or director personally liable for any debt or obligation incurred by said corporation unless specifically agreed to in writing at the time of incurring the obligation or debt, and the corporation shall fully indemnify, defend, and hold harmless any shareholder, incorporator, or director for any and all acts taken by the same on behalf of the corporation.

7. **I.R.S. Section 1244 Election - Subchapter "S" Election:** Pursuant to the Internal Revenue Code Section 26 USC 1244, the corporation hereby elects Section 1244 status for all stock issued. Additionally, the initial incorporators hereby authorize the Corporation choose and authorize election by the Corporation to treat the Corporation for tax purposes as a

Sub-chapter "S" Corporation pursuant to 28 USC 1361 and 1362 and other applicable statutes, rules and regulations.

8. **Corporate Acquisition of Its Own Shares:** The corporation is authorized to acquire its own shares.

9. **Voting:** Each share of stock is entitled to one vote. Cumulative voting shall be authorized if approved in the Corporate By-Laws.

10. **Authorized Shares:** The number of authorized shares available to be issued shall be one thousand (1,000.00).

In witness whereof, we have subscribed these Articles of Incorporation this 14th day of January, 2005.

Nancy C. Butler
Nancy C. Butler
Initial Incorporator/Initial Director

Michael L. Butler
Michael L. Butler
Initial Incorporator/Initial Director