

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

MackELVIE ADVERTISING, 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 \_\_\_\_\_

MackELVIE ADVERTISING, INC. \_\_\_\_\_,

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.

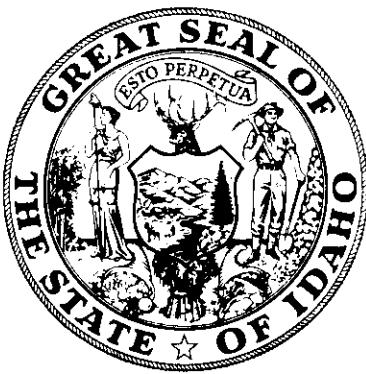
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 5, 1984**

*Pete T. Cenarrusa*

SECRETARY OF STATE

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



ARTICLES OF INCORPORATION

of

MacKELVIE ADVERTISING, INC.

We, the undersigned, being all citizens of the United States, hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and we do hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I

(Name)

The name of this corporation shall be "MacKELVIE ADVERTISING, INC."

ARTICLE II

(Duration)

The term of existence of this corporation shall be perpetual.

ARTICLE III

(Purposes)

The corporation's purposes are:

- (A) To engage in selling the service of advertising by creating, producing and placing advertising for clients both within and without the State of Idaho, and to make and carry out contracts of every kind that may be necessary or conducive to the accomplishment of any of the purposes of the corporation.
- (B) To engage in any business related or unrelated to that described in Clause A of this Article and from time to time authorized and approved by the Board of Directors of this corporation.
- (C) To act as a partner or joint venturer in any transaction.
- (D) To acquire, by purchase or otherwise, the stock of this corporation.

(E) To have and exercise all rights and powers from time to time granted to a corporation by law, including the transacting of any or all business for which corporations may be incorporated under the laws of the State of Idaho.

#### ARTICLE IV

##### (Capital Stock)

The total authorized capital stock of this corporation is the sum of Ten Thousand Dollars (\$100,000.00) divided into ten thousand shares (10,000) of the par value of Ten Dollars (\$10.00) per share. Such capital stock may be issued by the corporation from time to time for such consideration as labor, service, money or property, real or personal, as may be fixed from time to time by the Board of Directors. The stock of this corporation shall be nonassessable.

Any restrictions as to the transfer and/or alienation of the issued stock of issued stock of the corporation shall be set forth in the bylaws of the corporation or in an agreement between the stockholders and the corporation.

#### ARTICLE V

##### (Registered Office)

The registered office of the corporation is 128 Main Street, Lewiston, Idaho 83501, and the name of the registered agent at that address is Douglas (Pat) A. MacKelvie.

#### ARTICLE VI

##### (Incorporators)

The names and post office addresses of the incorporators, (qualified under the laws Idaho to be incorporators) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Douglas (Pat) A. MacKelvie	3917 Country Club Drive, Lewiston, ID 83501
Steven A. MacKelvie	3515 Eighth Street C, Lewiston, ID 83501

There shall be shall be two (2) directors to serve as the initial directors and they shall manage and control the affairs of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify. The names and addresses of such initial directors are as follows:

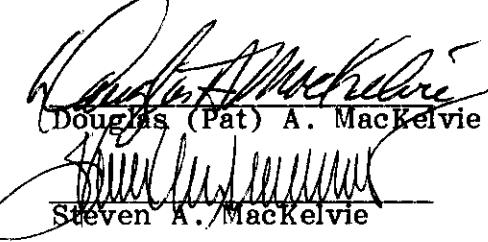
Douglas (Pat) A. MacKelvie 3917 Country Club Drive, Lewiston, ID 83501  
Steven A. MacKelvie 3515 Eighth Street C, Lewiston, ID 83501

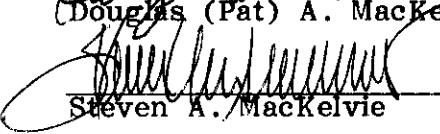
ARTICLE VIII

(Officers)

The officers of this corporation shall consist of a President, Vice-President, Secretary-Treasurer, and such other officers as the Board of Directors of the corporation shall deem necessary (or such lesser number of officers as may be allowed by law), and the said officers shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28<sup>th</sup> day of February, 1984.

  
Douglas (Pat) A. MacKelvie

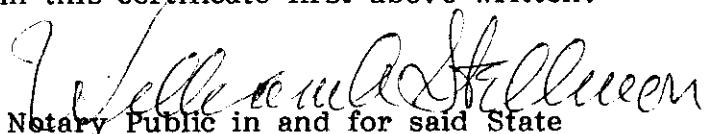
  
Steven A. MacKelvie

STATE OF IDAHO )  
 ) ss.  
County of Nez Perce )

On this 28<sup>th</sup> day of February, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared DOUGLAS (Pat) A. MacKELVIE and STEVEN A. MacKELVIE, known or identified to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledge to me that they 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.

(SEAL)

  
Notary Public in and for said State  
residing at Lewiston therein.