



## Department of State.

### CERTIFICATE OF INCORPORATION

IRA H. MASTERS

I, ~~WILLIAM P. PHILLIPS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**IDAHO NEWSPAPER ADVERTISING SERVICE, INC.**

was filed in the office of the Secretary of State on the **twenty-seventh** day of **December** A. D. One Thousand Nine Hundred **Fifty-one** and is duly recorded on Film No. **70** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

**Boise** in the County of **Ada**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the

Great Seal of the State. Done at Boise, the  
Capital of Idaho, this **27th** day  
of **December**, in the year of our Lord  
one thousand nine hundred **fifty-one**,  
and of the Independence of the United States of  
America the One Hundred **Seventy-sixth**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF THE  
IDAHO NEWSPAPER ADVERTISING SERVICE, INC.  
(an Idaho Corporation)

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, being matured persons of full age and citizens of the United States in order to form a non-profit cooperative association for the purposes hereinafter stated pursuant to the provisions of Chapter 10 of Title 29, Idaho Code, and all laws amendatory thereof and supplemental thereto, do hereby certify as follows:

I

That the name of the association shall be "Idaho Newspaper Advertising Service, Inc."

II

That this association is not formed for pecuniary profit and its objects and purposes are as follows:

(a) To act as a central clearing house for the receipt and distribution of advertising matter; more specifically, to act as agent of newspaper members of this association in the solicitation and acceptance of orders for advertising from advertisers, advertising agencies and other representatives of advertising; to transmit advertising orders, copy and mats therefor, to members; to bill, collect and receipt for amounts due members by advertisers at publication rates established by each member; to submit proofs of publication as may be required by advertisers; to remit to members amounts so collected from advertisers or their agents;

(b) Generally, through such clearing house activities, to provide advertisers and member newspapers with a convenient, economical and efficient method for the placement of orders for publication of advertising matter in member newspapers, and to relieve advertisers and member newspapers of the burden of detail and duplication involved in direct dealings between advertisers and newspapers.

(c) To represent members in any and all dealings and transactions between them and advertisers, advertising agencies and other representatives of advertisers in accordance with such authority as may be delegated to this association by each member; ✓

(d) To charge and collect from members an amount sufficient to defray the actual cost of rendering the services hereinabove enumerated;

(e) To purchase, lease or otherwise acquire, and to hold, own, and sell or dispose of real and personal property;

(f) To borrow money for its corporate purposes and to make, accept, endorse, and issue promissory notes, bills of exchange, or other obligations from time to time, for the purchase of property, or for any purpose in and about the business of the association, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise; ✓

(g) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of the association, with any person, firm, corporation, private, public or municipal, or any body politic under the government of the United States so far as and to the extent that the same may be done and performed by non-profit cooperative associations organized under the provisions of the law hereinabove referred to;

(h) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein above set forth, either alone or in connection with other corporations, firms or individuals and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects; purposes or powers or any of them; ✓

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers

of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon non-profit cooperative associations organized under the provisions of the law hereinabove referred to.

### III

That the association is to have perpetual existence.

### IV

That the location and post office address of the registered office of the association shall be Boise, County of Ada, State of Idaho.

### V

That the rights and interests of all members in this association shall be equal, no member to have or acquire a greater interest therein than any other member; that this association shall not issue any capital stock, but shall issue membership certificates to each member of the association, which certificate can not be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the board of directors and under such regulations as the by-laws may prescribe.

### VI

The qualifications of members and the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and of restoration to membership, the fees for admission, assessments or dues to carry on the business of the association and reimbursement for services rendered and expenses incurred by the association for its members, the time of payment and manner of collecting amounts due and for the forfeiture of the interest of a member in the association for non-payment thereof, shall be such as may be provided for in the by-laws of the association.

VII

That the names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Oscar Buttedahl	Meridian, Idaho
Robert Cooley	Mountain Home, Idaho
Leland G. Burress	Gooding, Idaho
Everett A. Colley	Homedale, Idaho
Wm. F. MacKnight	Jerome, Idaho

VIII

The board of directors of said association shall consist of not less than three nor more than nine members, as may be prescribed by the by-laws.

IX

That the private property of the members of this association shall not be subject to the payment of the debts of the association and no member shall be individually responsible whatsoever for the debts of the association.

In witness whereof, we have hereunto set our hands and seals this 25 day of September, 1951.

Oscar Buttedahl

Everett A. Colley

Robert M. Cooley

Leland G. Burress

Wm. F. MacKnight

STATE OF IDAHO )  
County of Ada ) ss

On this 25 day of September, 1951, before me  
O. M. Haring, a Notary Public in and for the State  
of Idaho, personally appeared Oscar Buttedahl, known to me to be the  
person whose name is subscribed to the within instrument and acknow-  
ledged 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.

O. M. Haring  
Notary Public for Idaho  
Residing at Mullan

STATE OF IDAHO )  
County of Elmore ) ss

On this 24<sup>th</sup> day of October, 1951, before me  
Percy Hall, a Notary Public in and for the State of  
Idaho, personally appeared Robert Cooley, known to me to be the  
person whose name is subscribed to the within instrument and acknow-  
ledged 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.

(SEAL)

Percy Hall  
Notary Public for Idaho  
Residing at M. & Home Idaho

STATE OF IDAHO )  
County of Gooding ) ss

On this 26<sup>th</sup> day of November, 1951, before me  
Helen R. Smith, a Notary Public in and for the State of  
Idaho, personally appeared Leland G. Burress, known to me to be the  
person whose name is subscribed to the within instrument and acknow-  
ledged 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.

Helene P. Smith  
Notary Public for Idaho  
Residing at: Booming

STATE OF IDAHO )  
County of Owyhee ) ss

On this 2<sup>nd</sup> day of Oct., 1951, before me W. H. Robinson, a Notary Public in and for the State of Idaho, personally appeared Everett A. Colley, known to me to be the person whose name is subscribed to the within 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.

W. H. Robinson  
Notary Public for Idaho  
Residing at: Caldwell

STATE OF IDAHO )  
County of Jerome ) ss

On this 19 day of November, 1951, before me Gay Stanton, a Notary Public in and for the State of Idaho, personally appeared Wm F. MacKnight, known to me to be the person whose name is subscribed to the within 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.

G. Stanton  
Notary Public for Idaho  
Residing at: