



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

EXHIBIT PLUS DESIGN ASSOCIATES, 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: **December 6, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabela*

ARTICLES OF INCORPORATION

OF

EXHIBIT PLUS DESIGN ASSOCIATES, INC.

An Idaho Corporation

DEC 6 12 01 PM '89

SECRETARY OF STATE

We, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following articles for such corporation:

FIRST: The name of the corporation is EXHIBIT PLUS DESIGN ASSOCIATES, INC., an Idaho Corporation.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are providing general design services, production and sales, and all other lawful purposes allowed under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares having a one dollar (\$1.00) par value.

FIFTH: The shareholders shall have the preemptive right to acquire additional or treasury shares of the corporation.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are:

- a. The corporation shall have the right to purchase its own shares out of retained earnings to the extent of the unreserved and unrestricted amount of such earnings available therefore.
- b. The corporation may, by its by-laws, provide restrictions on the sale or other disposition of its shares and on the transfer thereof by providing preemptive or prior rights to the corporation or its shareholders to purchase any of its shares offered for transfer.
- c. The Board of Directors may from time to time distribute to the shareholders in partial liquidation of its capital of the corporation, a portion of its assets in cash or property, subject to the provisions of the Idaho Business Corporation Act.

SEVENTH: The address of the initial registered office of the corporation is 418 S. 6TH, Boise, ID 83702, and the name of its initial registered agent at such address is John Dadabay.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who

are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

John Dadabay, 418 S. 6th, Boise, ID 83702
Linda Jolly Dadabay, 418 S. 6th, Boise, ID 83702

NINTH: The number of directors to be elected at the annual meeting of shareholders next following the time when the shares of the corporation become owned beneficially or of record by more than one or two shareholders, as the case may be, or at a special meeting called for the election of directors after such time, shall not be less than two except that in the case where all of the shares of the corporation are owned beneficially and of record by either one or two of the shareholders, the directors may be either one or two, but not less than the numbers of shareholders.

TENTH: The name and address of each incorporator is:

John Dadabay, 418 S. 6th, Boise, ID 83702
Linda Jolly Dadabay, 418 S. 6th, Boise, ID 83702

DATED this 1 day of November, 1989.


Signature


Signature