



**CERTIFICATE OF INCORPORATION
OF**

HAGADONE PHOTOGRAPHY, 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: *April 16, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
HAGADONE PHOTOGRAPHY, INC.

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is HAGADONE PHOTOGRAPHY, INC.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to own, operate and conduct a commercial photography business; own, operate and/or manage photography and art studios; and transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

SHARES

The total authorized stock of the Corporation is 5,000 shares of common stock, having a par value of \$10.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have no preemptive rights, by virtue of Idaho Code §30-1-26, to buy, purchase or acquire stock issued or to be issued by the Corporation.

ARTICLE VI

REGISTERED OFFICE

The address of the initial registered office is Hagadone Building on the Lake, P.O. Box 1178, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is BRADLEY D. HAGADONE.

ARTICLE VII

DIRECTORS

The initial board shall consist of three directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
Duane B. Hagadone	Hagadone Building on the Lake P.O. Box 1178 Coeur d'Alene, Idaho 83814
Bradley D. Hagadone	Hagadone Building on the Lake P.O. Box 1178 Coeur d'Alene, Idaho 83814
Donald G. Kline	Hagadone Building on the Lake P.O. Box 1178 Coeur d'Alene, Idaho 83814

ARTICLE VIII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The Corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their

indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.


ARTICLE X

INCORPORATORS

The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Duane B. Hagadone	Hagadone Building on the Lake P.O. Box 1178 Coeur d'Alene, Idaho 83814
Bradley D. Hagadone	Hagadone Building on the Lake P.O. Box 1178 Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 10TH day of April, 1986.

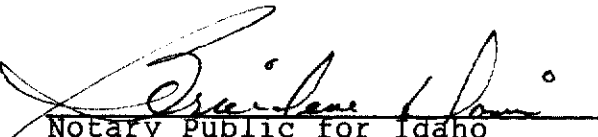

DUANE B. HAGADONE


BRADLEY D. HAGADONE

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 10th day of April, 1986, before me, the undersigned Notary Public, personally appeared DUANE B. HAGADONE and BRADLEY D. HAGADONE known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

(SEAL)


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Exp. Life