



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, ARNOLD WILLIAMS, 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

**THE ADVERTISER CORPORATION**

was filed in the office of the Secretary of State on the **twenty-second** day  
of **May** A.D. One Thousand Nine Hundred **sixty-eight** and  
**will be**  
duly recorded on Film No. ~~microfilm~~ Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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

from the date hereof, with its registered office in this State located at  
**Perpetual Existence**  
in the County of **Ada**  
**Boise, Idaho**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **22nd** day of **May**,  
A.D., 19 **68**.

Secretary of State.

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ARTICLES OF INCORPORATION  
OF  
THE ADVERTISER CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a Corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I

The name of the Corporation is: THE ADVERTISER CORPORATION.

II

The purposes for which said Corporation is formed are:

(a) the general nature of its business shall be the printing, circulation, and distribution of printed matter, newspapers, brochures, shoppers and advertising circulars of all types and descriptions; to contract for, sell, exchange, solicit or in any manner obtain through its own efforts or otherwise, information, photographic reproductions, advertisements, both display and classified or of any type, to conduct advertising promotions, contests, drawings, or any lawful advertising devise or scheme; to carry on the business of printers, publishers distributors, and dealers in printed matter of all sorts, pictures, prints, drawings, reproductions or engravings in all their branches; to carry on the business of designing, contracting and styling advertising in any of its branches; to own, buy, sell, lease, exchange or in any manner deal with real estate and personal property in connection with the principal objects of the organization; to act in any manner and to the same extent as a natural person might or could lawfully do; to deal, grant and sell franchises, agencies, licenses, rights or privileges necessary convenient or appropriate for the expansion of the business in keeping with the objects expressed.

(b) without particularly limiting or restricting any of the powers of the Corporation, the Corporation shall have the power to issue bonds and other obligations and shares of its capital stock in payment to property purchased or acquired by it or any other lawful object in and about its business; to borrow money and to make and issue notes, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, and to mortgage or pledge and stocks, bonds or other real and personal property; to make and perform contracts of every description; and to do any and all other things and exercise any and all affairs which a natural person could or would do, and exercise that which may now or hereafter be authorized by law;

(c) to conduct business in this State, or other States, the District of Columbia, the Territories, Possessions, and Dependencies of the United States, and in Foreign countries, and to have one or more offices out of this state.

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III.

The period of existence and duration of the life of this Corporation shall be perpetual.

IV.

The location of the registered office of the Corporation is:  
2555 Warm Springs Avenue, Boise, Idaho.

V.

The Amount of the Capital Stock of the Corporation shall be ~~\$100,000~~ <sup>50,000</sup> shares of one Dollar (\$1.00) par stock, which stock shall be issued fully paid and non-assessable, and shall all be of one class and each stockholder shall be entitled to one vote for each share of stock held by him.

VI.

The names and post office addresses of the Incorporators and the number of shares subscribed by each are as follows:

Names:	Address:	No. of Shares
Edward A. Johnson	Route # 2 Farrow Street Boise, Idaho	10 Shares
John S. Kelley	314 Franklin Park Dr. Boise, Idaho	10 Shares
Louise M. Kelley	314 Franklin Park Drive Boise, Idaho	10 Shares

VII.

Management of this Corporation shall be vested in a Board of Directors consisting of three members, who shall be elcted by the Stockholders for a term of one year. No person shall be eligible to the office of Director who is not a Stockholder of Record, said Director shall hold office until their successors are elected and qualified.

VIII.

The officers of this Corporation shall be a President, a Vice-President, Secretary and Treasurer. One person may be Secretary

1 and Treasurer, or one person may be Secretary and another Treasurer, at  
2 the discretion of the Board of Directors.. Such Officers shall be elected  
3 by the Board of Directors and the Board of Directors shall elect and appoint  
4 such officers and agents as they may deem advisable and define the auth-  
5 ority of each and prescribe their duties.  
6

7 IX.

8 In furtherance and not in limitation of the powers conferred by  
9 law, the Board of Directors are especially authorized:

10 (a) to sell, convey, buy, lease, or otherwise acquire, hold,  
11 dispose of real and personal property in the name of the Corporation.  
12

13 (b) to delegate the authority of the Board in such manner as  
14 the Board of Directors may desire to the President or other executive  
15 officer or officers of the Corporation.

16 (c) to remove at any time any officer elected or appointed by  
17 the Board of Directors.

18 (d) to amend the By-laws of the Corporation at any regular  
19 or special meeting of the Board of Directors called for that purpose.  
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21 X.

22 The first annual meeting of the Stock Holders for the election  
23 of Directors and transaction of other business shall be held at 2555  
24 Warm Springs , Boise, Idaho, on the 2nd Monday of May, 1968, and  
25 the annual meeting of the Stock Holders shall be held on the 2nd Monday  
26 of May each year thereafter, unless said day is a Holiday in which case  
27 the meeting shall be held on the following day which is not a Holiday, at  
28 the hour of 10:00 o'clock A. M. , the Board of Director s may by resolu-  
29 tion duly adopted thirty (30) days before said annual Stock Holders meeting,  
30 change the place of the Stock Holders meeting to be held without the State  
31 of Idaho as in any such resolution may be provided.  
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1 XL

2 The vote for election of Directors shall be by election con-  
3 ducted in such manner and form as may be provided by law or the By-  
4 laws of the Corporation.

5 XII

6 Special meetings for the Stock Holders may be called by the  
7 Board of Directors or by a Stock Holder in the manner provided by law  
8 and the By-laws of the Corporation, and meetings of the Board of  
9 Directors may be called by the President or by the Vice-President of the  
10 Corporation with notice as required by law.

11 XIII

12 The Board of Directors are expressly authorized without the  
13 assent of the vote of the Stock Holders to make, alter, amend or rescind  
14 the By-laws of this Corporation.

15 XIV

16 These Articles of Incorporation may be changed, altered and  
17 amended at any Stock Holders meeting by the vote of the Stock Holders  
18 representing the majority of the Stock present at such meeting.

19 XV

20 Private property of the Stock Holders shall not be liable for  
21 Corporate debts.

22 IN WITNESS WHEREOF, We have hereunto set our hands this

23 20<sup>th</sup> day of May, 1968.

24 Edward A. Johnson

25 John S. Kelley

26 Kamie M. Kelley

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