

CERTIFICATE OF INCORPORATION
OF

ABC PHOTO, INC.

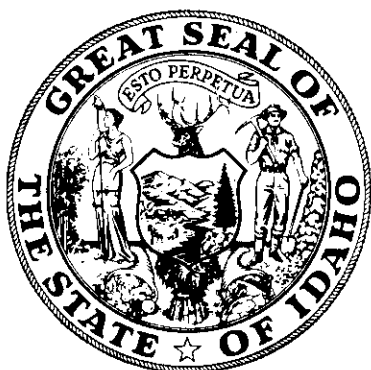
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ABC PHOTO, 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: *August 23, 1982*



SECRETARY OF STATE

by: _____

Aug 27 6 35 PM '82

ARTICLES OF INCORPORATION
OF
ABC PHOTO, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, being of age, and citizens of the United States have this day voluntarily and for the purpose of forming a private corporation under the laws of the State of Idaho, hereby adopts Articles of Incorporation as follows:

ARTICLE ONE

NAME

The name of the corporation shall be ABC PHOTO, INC.

ARTICLE TWO

PURPOSES

The purposes of this corporation shall be:

- (1) To develop and print film, sale of photography products and all incidental associated activities therewith.
- (2) To use and apply surplus earnings or accumulated profit to the purchase and acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its Board of Directors shall determine; to invest surplus funds from time to time at the discretion of the Board of Directors; to appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation; to make By-Laws not inconsistent with any existing law for the management of its

business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(3) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the purposes hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof; provided the same be not inconsistent with the laws in the State of Idaho under which this corporation is formed.

(4) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE THREE

POWERS

This corporation shall have the powers to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes herein named or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, either as holder of or as interested in any property or otherwise; and to have all the rights, powers, and privileges named or hereafter conferred by the general corporation laws of the State of Idaho and the Idaho Business Corporations Act as the same now exist or may from time to time be amended.

ARTICLE FOUR

DURATION

The duration of this corporation is perpetual.

ARTICLE FIVE

STOCK

The amount of the total authorized capital stock of this corporation is 50,000.00 shares with a par value of \$1.00 per share, and which shall be all of the same class designated as common. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon. Each share of common stock shall have one full vote at the stockholder's meetings of the corporation.

ARTICLE SIX

LOCATION AND REGISTERED AGENT

The principal place of business and registered office of the corporation shall be E. 1808 19th Avenue, # B, Lewiston, Idaho 83501, and branch offices or places of business may be located or established by the corporation at such other places within or without the state of Idaho as the Board of Directors may decide upon, and meetings of the Board of Directors may be held at any such place, branch office, or place of business, and business of the corporation transacted there. The registered agent of the corporation, who may be found at the above address, is ROBERT C. BARRENTINE.

ARTICLE SEVEN

DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The numer of directors of this

corporation shall be not less than three (3) nor more than six (6), except that in the event all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders, and the number, qualifications, officers, terms of office, manner of election, time and place of meetings and power of directors and their duties shall be such as are prescribed by the By-Laws of this corporation.

The Board of Directors of this corporation shall be, and they are authorized to determine the value of any property or consideration other than money, which is offered to, tendered, or paid for corporate stock.

ARTICLE EIGHT

BY-LAWS

The Board of Directors shall have the power to adopt, repeal, and amend the By-Laws and adopt new By-Laws by a vote representing a majority of the number of directors in this corporation, subject, however, to the power of the stockholders to change, amend, or repeal such By-Laws by a vote of the holders of two-thirds of the allotted shares of the corporation.

ARTICLE NINE

INCORPORATORS AND INITIAL DIRECTORS

The name and post office address of each of the initial directors and incorporators, and the number and class of shares for which each has subscribed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SUBSCRIBED SHARES</u>
Robert C. & Lynda J. Barrentine	2422 Rolling Hills Dr. Clarkston, WA 99403	5,000
Gary G. & Esther L. Cox	315 W. Shiloh Drive Lewiston, ID 83501	2,500

Robert W. & Debbra
A. Allen

385 W. Shiloh Drive
Lewiston, ID 83501

2,500

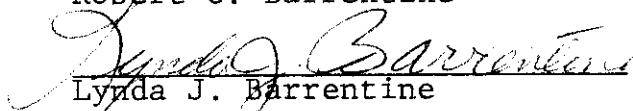
ARTICLE TEN


AMENDMENTS

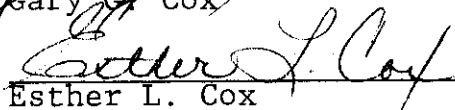
The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

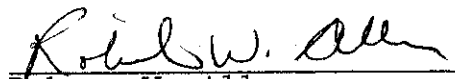
IN WITNESS WHEREOF, we have hereunto set our hands and seals, executing these Articles of Incorporation in triplicate this 18th day of August, 1982.


Robert C. Barrentine


Lynda J. Barrentine


Gary G. Cox


Esther L. Cox

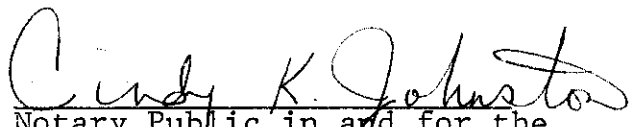

Robert W. Allen


Debbra A. Allen

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

On this 18th day of August, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared ROBERT C. BARRENTINE and LYNDA J. BARRENTINE, husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

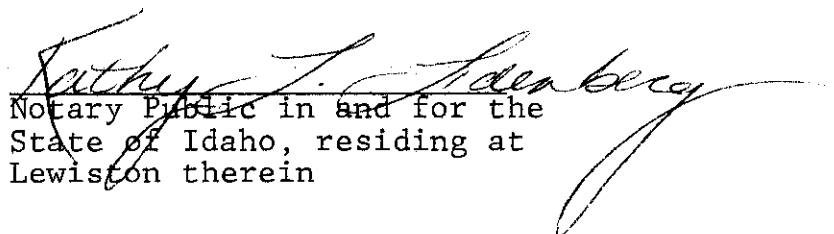

Notary Public in and for the
State of Idaho, residing at
Lewiston therein

(NOTARY SEAL)

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

On this 18th day of August, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared GARY G. COX and ESTHER L. COX, husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.


Notary Public in and for the
State of Idaho, residing at
Lewiston therein

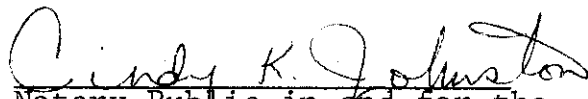
(NOTARY SEAL)

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

On this 12th day of August, 1982, before me, the undersigned, a Notary Public in and for said state, personally appeared ROBERT W. ALLEN and DEBBRA A. ALLEN, husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(NOTARY SEAL)


Notary Public in and for the
State of Idaho, residing at
Lewiston therein