

State of Idaho



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

NORTH IDAHO PUBLISHING CO.

was filed in the office of the Secretary of State on the **Eleventh** day
of **December,** A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **121** of 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
perpetual existence from the date hereof, with its registered office in this State located at
Wallace in the County of **Shoshone**

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 **11th** day of **December**
A.D., 19 **62** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
NORTH IDAHO PUBLISHING CO.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation, as follows:

ARTICLE I.

The name of this corporation is, and shall be, NORTH IDAHO PUBLISHING CO.

ARTICLE II.

The objects and purposes for which this Corporation is formed are as principals, agents or otherwise, to do in any part of the world any and every of the things therein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the Corporation shall have power:

2.1. To carry on the business as proprietors and publishers of daily, weekly or monthly newspapers, journals, magazines, books and other literary works and undertakings and especially to take over the publication known as the North Idaho Press; to carry on business as printers, booksellers, bookbinders, stationers, photographers, photographic printers, stereotypers, electrotypes, lithographers, and any other business or manufacture that may seem expedient; to undertake and transact all kinds of business relative to the gathering and

distribution of information of every sort and kind to the same extent that a natural person might or could do, and in connection therewith, to acquire by purchase or otherwise, to construct, maintain, and otherwise deal with land and submarine telegraphs, including in such expression telephone and all other electrical contrivances for transmitting messages by signal.

2.2. To take, hold, lease, mortgage, own, purchase or acquire by operation of the law or otherwise, real property or any interest therein or appurtenant thereto, or to sell, lease, exchange, mortgage or hypothecate real estate or any interest therein and to engage in any and all undertakings and business necessary and proper to the improvements and betterment of any of the land or real property or interest therein, owned or otherwise acquired, or to be owned or otherwise acquired by said corporation, or in any other lands in which the said corporation may have any interest, and to handle and deal in any land, or other property or interest therein, of said corporation in any manner it may desire.

2.3. To enter into, make, perform, and carry out any and all contracts or agreements of every kind, amount and character with any person, firm, association, corporation, Federal or State government or any political subdivision, or corporation or agency thereof.

2.4. To purchase, own, sell, convey, mortgage, pledge, exchange, or acquire by operation of law or otherwise, personal property of every kind and character, debts, dues and demands or causes of action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise.

2.5. To borrow and lend money from and to any person, firm, corporation, association, or Federal or State government or any political

subdivision, or corporation or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation, or otherwise,

2.6. To own, hold, lease, or sublet, or to conduct on its own account, or for any person, firm association, corporation, or Federal or State government or any political subdivision, or corporation or agency thereof, all and every kind of merchandise, business or property necessary or proper to carry on an account of the business of said corporation.

2.7. To build any and all necessary shops, buildings, storerooms, and structures at any place proper or convenient to carry on any or all of the business of said Corporation.

2.8. To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancements of the interest of the Corporation, or to the enhancement of the value of its stock, holdings and property of any kind or character.

ARTICLE III.

The corporate existence of this Corporation shall be perpetual.

ARTICLE IV.

The location and Post Office address of this Corporation's registered office in the State of Idaho shall be Wallace, Idaho.

ARTICLE V.

This company shall be capitalized for \$25,000.00. The total authorized stock of this corporation shall be divided into 25,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be

non-assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

Notwithstanding the provisions of Section 30-120, Idaho Code, the Board of Directors of the Corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this Corporation without said stock, or any thereof, being first offered to the shareholders of this Corporation.

ARTICLE VI.

The corporate powers of the corporation shall be vested in a Board of Directors of not less than three, and no more than seven members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. No person shall serve as a director of this corporation who is not a shareholder therein. Directors who are to serve for the first corporate year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

ARTICLE VII.

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

<u>Name</u>	<u>Address</u>	<u>Number of Shares.</u>
Henry L. Day	Box 1010, Wallace, Idaho	1
Harry F. Magnuson	Box 469, Wallace, Idaho	1
Roland J. Bruning	Box 649, Wallace, Idaho	1
Duane B. Hagadone	100 Military Drive, Coeur d'Alene, Idaho	1

ARTICLE VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be, authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested, or who is a shareholder, or who is a member of a firm so interested; or (2) at a stockholders' meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified, or approved,

as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

ARTICLE X.

The corporation shall have the right to repurchase its own securities upon such terms and conditions as decided by a majority of the vote of the holders of issued and outstanding shares entitled to vote.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in quintuplicate, this 5th day of December, 1962.

Henry L. Day
Harry F. Ferguson
[Signature]
[Signature]

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 5th day of December, 1962, before me, the undersigned,
a Notary Public for the State of Idaho, personally appeared HENRY L. DAY,
HARRY F. MAGNUSON, and ROLAND J. BRUNING, known to me to be the
persons whose names are subscribed to the within instrument and acknowledged
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Notarial Seal the day and year in this certificate first above written.

Kathryn G. Eichwald
Notary Public in and for the State of Idaho
Residing at Wallace, Idaho.

STATE OF IDAHO)
) ss.
County of KOOTENAI)

On this 7th day of December, 1962, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared **DUANE B. HAGADONE**, 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 Notarial Seal
the day and year in this certificate first above written.

C. Patrick King
Notary Public in and for the State of Idaho.
Residing at Coeur d'Alene, Idaho.