

FILED EFFECTIVE**ARTICLES OF INCORPORATION**

2014 APR -2 PM 2: 04

OF

SECRETARY OF STATE
STATE OF IDAHO**HOLT PHOTO ENTERTAINMENT, INC.**

The undersigned, in order to form a corporation under the provisions of Title 30, Chapter 1 of the Idaho Code, hereby adopts and certifies the following articles of incorporation:

Article I – Name

The name of this corporation is Holt Photo Entertainment, Inc.

Article II – Shares

The total number of shares of stock that this corporation shall have authority to issue is 10,000 shares of common stock, no par value. Each share of common stock shall be entitled to one vote and shall be entitled to receive a pro rata share of the net assets of the corporation upon dissolution.

Article III – Registered Agent

The street address of the registered office of this corporation in the State of Idaho is 1980 Filer Ave. East, Twin Falls, ID 83301. The name of its registered agent at such address is James Holt.

Article IV – Incorporator

The name and mailing address of the incorporator is:

James Holt
1980 Filer Ave. East
Twin Falls, ID 83301

Article V – Mailing Address

The mailing address of the corporation is 1980 Filer Ave. East, Twin Falls, ID 83301.

Article VI – Purpose

The purpose of the corporation is to engage in any lawful business for which corporations may be organized under the Idaho Code.

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Article VII – Duration

The corporation shall have a perpetual duration.

Article VIII – By-Laws

In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have the power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the shareholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

Article IX – Limitation of Liability

A director or officer of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director or officer, except to the extent that exculpation from liability is not permitted under the law of the State of Idaho as in effect at the time such liability is determined. No amendment or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

Article X – Indemnification

The corporation shall, to the maximum extent permitted from time to time under the law of the State of Idaho, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of the corporation or while a director or officer is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against judgments, settlements, penalties, fines, including any excise tax assessed with respect to any employee benefit plan, and reasonable fees and expenses (including attorney's fees and expenses) incurred with respect to the investigation, preparation to defend or defense of such proceeding; *provided, however*, that indemnification under this Article X shall be available only if (i) the director or officer, at the time of such act or omission, determined in good faith that his or her course of conduct was in, or not opposed to, the best interest of the corporation and (ii) the act or omission did not constitute fraud, gross negligence or willful misconduct; and *provided, further*, that the foregoing shall not require the corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article X shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of this Article X shall not adversely

affect any right or protection of a director or officer of the corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

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THE UNDERSIGNED, as the sole incorporator named above, hereby adopts and certifies the articles stated above as of April 1, 2014.


James Holt
Sole Incorporator