

# CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

### COLUMBIA PUBLISHERS, INC.

was filed in the office of the Secretary of State on the 25th day of April A.D. One Thousand Nine Hundred Fifty-eight and duly recorded on Film No. 102 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

in the County of

Boi se

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 25th day of April ,

A.D., 19 58.

Ada

Secretary of State.

## ARTICLES OF INCORPORATION

OF:

## COLUMBIA PUBLISHERS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, whose names are subscribed hereto, all of whom are natural persons of full age, and citizens of the United States, and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, pursuant to the business corporation act of Idaho, do hereby certify as follows:

#### FIRST

That the name of this corporation is and shall be: COLUMBIA PUBLISHERS, INC.

#### SECOND

The purposes for which this corporation is formed are as follows:

To publish print and sell newspapers, magazines, house organs, pamphlets and periodicals of all kinds; to print and bind books of all kinds; to do or have done job or general printing and lithographing; to design, write, prepare, place, sell, publish and display, in any manner, advertisements and publicity devices and mediums of all kinds for itself and for others; to arrange for the placing of advertisements in publications of all kinds; to supervise the preparation and production of radio and television programs and advertising; to make all contracts and do all things proper, incidental, and conductive to the complete attainment of such purposes, and to do all things customarily, usually or properly done in the general publishing or printing business;

To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of

any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welf-re of which the corporation shall have any interest; and in connection therewith guaranty or become surety for any performance of any undertaking or obligation of the foregoing, and to guaranty by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security of the foregoing; and generally to do any act or things designed to protect, preserve, improve, or enhance the value of any such security;

To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, transfer or otherwise dispose of and to invest, trade, or deal in real estate and personal property of every kind and description or any interest therein;

To acquire all or any part of the securities, good-will, rights, property or assets of all kinds and to undertake the whole or any part of the obligations, liabilities of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired;

To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and the carrying on of any business which the corporation is authorized to carry on, or

any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation;

To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept and endorse, guaranty, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebte ness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes;

To lend money, either with or without collateral security or on the security of real and personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign;

To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulae, secret processes, distinctive marks, improvements, processes, trade names, trade marks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent or or issued by any country or authority, or otherwise; and to issue, exercise, develop and grant licenses in respect thereof or therwise turn the same to account;

To make any guaranty respecting securities, indebtedness, dividends, interests, contracts or other obligations so far as the same may be permitted to be done by a corporation under the

laws of the State of Idaho;

To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to reissue and cancel the s hares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Idaho;

In general to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed thereunder; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicates or otherwise in conjuntion with any person, entity, syndicate, partnership, association or corporation, governmental, municipal or public authority, domestic or foreign; to establish and maintain offices and agencies and to exercise all or any of its corporate powers and rights throughout the world.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes, and powers; and the enumeration of specific objects, purposes and powers shall be be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

### THIRD

The corporation is to have perpetual existence.

### FOURTH

The location and post office address of this corporation in the State of Idaho is Boise, Idaho.

#### FIFTH

The affairs of this corporation shall be conducted by a board of not less than three (3) directors, the number in excess of three (3) to be as fixed from time to time by the by-laws.

#### SIXTH

The total authorized capital stock of this corporation shall be Ten Thousand Dollars (\$10,000.00), divided into 100 shares of the par value of One Hundred Dollars (\$100.00) each.

### SEVENTH

The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

Name	Address	Shares
Bert Royal	Boise, Idaho	1
Howard A. Mattson	Boise, Idaho	1
Florence E. Royal	Boise, Idaho	1
	EIGHTH	

The individual or private property of the stockholders of this corporation shall be, and is hereby made, forever exempt from all liability for corporate debts and obligations of this corporation.

# NINTH

In furtherance, and not in limitation of the powers conferred by statute, the board of directors, by a majority vote thereof, is expressly authorized to:

Make, alter, repeal, amend the by-laws of the corporation;

Authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

Set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any purpose or to abclish any such reserve or reserves in the manner whereby created;

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of the number of directors as may be designated by the board, which to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in management of the business and affairs of the corporation, and may have authority to authorize the seal of the corporation to be affixed to all papers which may require it.

The corporation may in its by-laws confer powers upon the board of directors in addition to the powers and authority expressly conferred by statute.

#### $\Phi_{\rm LM}(E_{\rm L})$

Both stockholders and directors shall have power to hold their meetings and to have one or more offices within or without the State of Idaho at such places and at such times as may from time to time be designated by the by-laws or by resolution of the borad of directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of April, 1953.

Howard a. Matter

State of Idaho)
) ss.
County of Ada)

On this 25th day of April, in the year 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared Bert Royal, Howard A. Mattson, and Florence E. Royal, 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 WITHESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Notary Public for Idaho Residing at Boise, Idaho