

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

INLAND ADVERTISING, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **June,** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~Film~~ **microfilm** 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

Lewiston

in the County of

Nez Perce.

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 **29th** day of **June**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

of

INLAND ADVERTISING, INC.

We, R. A. Hansen, of Kennewick, Benton County, Washington; F. W. Cook, of Pasco, Franklin County, Washington; and Daniel W. O'Connell, of Lewiston, Nez Perce County, Idaho, being all citizens of the United States hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapter I of Title 30, Idaho Code, and acts supplemental thereto and amendatory thereof, and do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I

(Name)

The name of this corporation shall be "INLAND ADVERTISING, INC."

ARTICLE II

(Term)

The term of existence of this corporation shall be perpetual.

ARTICLE III

(Purposes)

The corporation's purposes are:

A. To conduct a general advertising business, both as principals and agents, including the preparation and arrangement of advertisements and the manufacture and construction of advertising devices and novelties; to erect, construct, purchase, lease, or otherwise acquire fences, billboards, signboards, buildings and other structures suitable for advertising purposes; to carry on the business of printers, publishers, painters, and decorators in connection with the advertising business, and to make and carry out contracts of every kind that may be necessary or conducive to the accomplishment of any of the purposes of the company.

B. To engage in any business related or unrelated to that described in Clause A of this article, and from time to time authorized and approved by the Board of Directors of this corporation.

C. To act as a partner or joint venturer in any transaction.

D. To acquire, by purchase or otherwise, the stock of this corporation.

E. To have and exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE IV (Principal Office)

The place where the principal office of this corporation shall be maintained, and its principal place of business, is Lewiston, Nez Perce County, Idaho; that the corporation may maintain offices and transact businesses in any other state in the United States when authorized by the laws of such state so to do, and the registered address of this corporation in the State of Idaho, shall be Lewiston, Nez Perce County, Idaho.

ARTICLE V (Capital Stock)

The total authorized capital stock of this corporation is the sum of Twenty Thousand Dollars (\$20,000.00) divided into Two Thousand (2,000) shares of the par value of Ten Dollars (\$10.00) per share. It may be issued by the corporation from time to time for such considerations as labor, service, money or property, real or personal, as may be fixed from time to time by the Board of Directors thereof. The stock of this corporation shall be non-assessable.

ARTICLE VI (Incorporation)

The names, post office addresses of the incorporators, each being of full legal age, and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
R. A. Hansen	6711 West Willamette, Kennewick, Wash.	1
F. W. Cook	420 Road 45, Pasco, Washington	1
Daniel W. O'Connell	429 First Avenue, Lewiston, Idaho	1

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of by-laws and the completion of the organization.

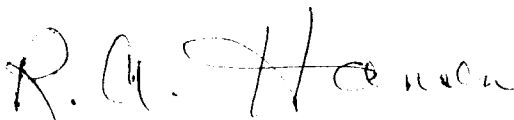
ARTICLE VII (Directors)


The number of directors of this corporation shall be not less than three (3) and not more than fifteen (15), and the number, qualification, and term of office, manner of election, time, place, and manner of calling meetings, and powers and duties of the directors shall be prescribed by the by-laws.


ARTICLE VIII (Officers)

The officers of this corporation shall consist of a president, vice president, and secretary-treasurer, and such other officers as the Board of Directors of the corporation shall deem necessary, and the said officers shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the by-laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 25th day of June, 1965.


 R. A. HANSEN (SEAL)


 F. W. COOK (SEAL)


 DANIEL W. O'CONNELL (SEAL)

STATE OF WASHINGTON)
) ss.
County of Franklin)

On this 28th day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared R. A. HANSEN and F. W. COOK, 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 official seal the day and year in this certificate first above written.

(SEAL)

Malone L. Brown
Notary Public in and for said State,
Residing at Grass, therein.

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

On this 25th day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared DANIEL W. O'CONNELL, personally 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 affixed my official seal the day and year in this instrument first above written.

(SEAL)

William C. Hollman
Notary Public in and for said State,
Residing at Lewiston, therein.

CERTIFIED COPY OF RESOLUTIONS ADOPTED BY THE SHAREHOLDERS

of

INLAND ADVERTISING COMPANY

I hereby certify that the following Resolution was unanimously adopted at a special meeting of the shareholders of Inland Advertising Company, held on June 24, 1965:

R E S O L U T I O N

WHEREAS, the shareholders deem it advisable and in the best interests of the corporation to cease doing business, and

WHEREAS, the shareholders have no objection to a new corporation being organized pursuant to the laws of the State of Idaho with its corporation name to be Inland Advertising, Inc.

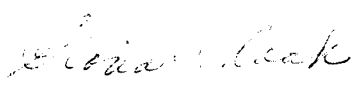
NOW, THEREFORE, BE IT RESOLVED:

That the shareholders of Inland Advertising Company hereby unanimously approve and consent to a cessation of the corporation's business and to the adoption of the name, "Inland Advertising, Inc.", by a new corporation to be organized pursuant to the laws of the State of Idaho.

BE IT FURTHER RESOLVED:

That the secretary of the corporation is authorized and directed to cause to be prepared a certified copy of this Resolution for transmittal to the Secretary of State of the State of Idaho.

Dated this 24th day of June, 1965.


GLORIA J. COOK
Secretary