

ARTICLES OF INCORPORATION  
OF  
PICFAIR HOLDINGS COMPANY

**FILED EFFECTIVE**  
2016 OCT -7 PM 2: 26  
SECRETARY OF STATE  
STATE OF IDAHO

OCTOBER 7, 2016

Effective as of the date filed with the Idaho Secretary of State, the Articles of Incorporation of PicFair Holdings Company are as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is PicFair Holdings Company (the "Corporation").

**ARTICLE 2  
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3  
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Corporation's principal office is 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702.

**ARTICLE 4  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 29, Title 30, Idaho Code (the "BCA").

**ARTICLE 5  
SHARES**

**5.1 Capital Stock.** The Corporation is authorized to issue one class of capital stock designated as "Common Stock." The Corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock.

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**5.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

**5.3 Preemptive Rights.** Unless otherwise provided in a written agreement of the shareholders of the Corporation, no shareholder of the Corporation shall have a preemptive right to acquire stock in the Corporation.

**5.4 Treasury Shares.** Unless a resolution of the Board of Directors provides that reacquired Common Stock constitutes authorized but unissued shares of Common Stock, reacquired Common Stock constitutes treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of Common Stock.

**5.5 Voting.** Each outstanding share of Common Stock is entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

## **ARTICLE 6 REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702. The name of the registered agent at such address is Nicholas L. Taylor.

## **ARTICLE 7 BOARD OF DIRECTORS**

**7.1 Corporate Powers.** The Board of Directors manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the IBCA.

**7.2 Board of Directors.** The number of directors constituting the Board of Directors will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors that constitute the Board of Directors is one (1). The name and address of the initial director is as follows:

| <u><b>Name</b></u> | <u><b>Address</b></u>                                 |
|--------------------|-------------------------------------------------------|
| Mark Anderson      | 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702. |

**ARTICLE 8  
INCORPORATOR**

For purposes of these Articles of Incorporation, the name and address of the incorporator is:

**Name**

Nicholas L. Taylor

**Address**

101 S. Capitol Blvd., Suite 1900  
Boise, ID 83702

**ARTICLE 9  
LIMITATION OF LIABILITY**

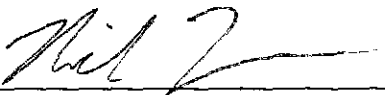
A director of the Corporation will not be personally liable to the Corporation or its shareholders for money damages for any action taken as a director, or any failure to take action as a director, except for any liability for: (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 30-29-833 of the IBCA, or (iv) an intentional violation of criminal law. If the IBCA is amended to permit greater elimination or limitation of personal liability of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 10  
INDEMNIFICATION**

The Corporation shall indemnify the directors of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 11  
EXECUTION**

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation effective as of the date first set forth above.

By:   
\_\_\_\_\_  
Nicholas L. Taylor, Incorporator