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ARTICLES OF INCORPORATION

OF

SHEKINAH PRODUCTION STUDIOS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be : "SHEKINAH PRODUCTION STUDIOS, INC."

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the registered office of this corporation is 4750 East Lewis & Clark Drive, Meridian, Idaho 83642, and the principle place of business is hereby designated as 4750 East Lewis & Clark Drive, Meridian, in the County of Ada, State of Idaho. The registered agent of this corporation is Kenneth R. Malgren, 4750 East Lewis & Clark Drive, Meridian, Idaho 83642.

IDaho SECRETARY OF STATE

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#### ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have the power:

- A. To have all powers and perform all acts necessary, appropriate, incident or related to the operations of a television, motion picture, and theatrical production studio, and any other lawful business, enterprise or purpose.
- B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto;
- C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;
- D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues, and demands, or choices in 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, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;

- E. To borrow and lend money from and to any person, firm, association, and to make and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences 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 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;
- F. To own hold, lease, or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;
- G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

- H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;
- I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person corporate or otherwise;
- J. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

#### ARTICLE V

The number of directors of this corporation shall be not less than one (1) nor more than five (5) as provided in the By-laws. The initial number of directors constituting the Board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the next Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Kenneth R. Malgren	4750 E. Lewis & Clark Dr. Meridian, Idaho 83642
Jill L. Malgren	4750 E. Lewis & Clark Dr. Meridian, Idaho 83642

In all elections for Directors of this corporation, every Shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

#### ARTICLE VI

The total number of shares of stock which the corporation shall have the authority to issue shall be Twenty-Four Thousand (24,000) shares of common stock, all of one class, of no par value per share, with the additional capitalization of this corporation consisting of tangible and intangible property for a total capitalization of One Hundred Fifty Thousand Dollars (\$100,000). Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and nonassessable.

In all elections for directors of this corporation, every Shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall

equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

#### ARTICLE VII

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Kenneth R. Malgren	4750 E. Lewis & Clark Dr. Meridian, Idaho 83642
Jill L. Malgren	4750 E. Lewis & Clark Dr. Meridian, Idaho 83642

#### ARTICLE VIII

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in §30-1-25, Idaho Code, and as such may be amended.

#### ARTICLE IX

There shall be no personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director:

- a. For any breach of the director's duty of loyalty to the corporation or its stockholders.

- b. for acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law.
- c. Provided for under §30-1-48, Idaho Code.
- d. For any transaction from which the director derived an improper, personal benefit.

No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to January 1, 1998. All references in this subsection to a director shall also be deemed to refer to a member of the governing body of a corporation which is not authorized to issue capital stock.

#### ARTICLE X

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31 day of August, 1998.

  
Kenneth R. Malgren

  
Jill L. Malgren