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# State of Idaho

## Department of State

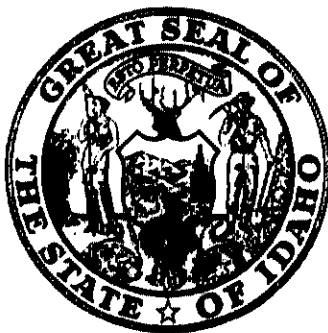
### CERTIFICATE OF INCORPORATION OF

NICHOLS PHOTO LAB, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 3, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonya Coulson*

Corporation Clerk

Oct 3 11 16 AM '91

SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
NICHOLS PHOTO LAB, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is : NICHOLS PHOTO LAB, INC.

ARTICLE II

The period of its duration is in perpetuity unless sooner dissolved.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

1. To own and operate a photographic laboratory, to develop, print, tone, finish, mount, and frame films, plates, and pictures for itself and for others, and to make and produce pictures, portraits, likenesses, and representations of persons, landscapes, scenes, and things of all kinds, either by the use of cameras and other mechanical and chemical aid and devices and otherwise, and to deal in photographic materials, parts, and supplies, appliances, accessories of every kind and nature in connection with its photo lab business, and to engage into any lawful business for any

purposes as permitted by the Idaho Business Corporation Act.

2. To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage on, or pledge, conveyance or assignment of trust, of the whole or any part of the assets of the corporation, real or 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.

3. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledges, exchange, sell, transfer or otherwise invest, trade, or deal in, in any manner permitted by law, real property of every kind and description or any interest therein.

4. This corporation shall have power to acquire the stock in trade, goodwill, franchises and property of any person, partnership, or corporation, engaged in business similar to that for which this corporation is formed and shall have the power to pay for the same in cash or in the stock or

bonds of this corporation.

5. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of and to reissue or cancel the shares of its own capital stock, or any securities, or other obligations of this or any other corporation in the manner and to the extent now or hereafter permitted by the laws of the jurisdiction of incorporation of this corporation.

6. To acquire, purchase, own, hold, operate, develop, sell, lease mortgage, pledge, exchange, transfer, or otherwise trade in, deal in or invest in any manner permitted by law, personal property of every kind and description or any interest therein.

The purpose and powers specified in the clauses contained in this Article are to be construed both as purposes and powers and shall except when otherwise expressed in this Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of this certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes, and the specification contained herein of particular powers is not intended to be and shall not be held to be in limitation of the general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is to be and shall be held to be in furtherance thereof.

#### ARTICLE IV

The amount of aggregate shares stock that the corporation shall have authority to issue is One Thousand (1,000) shares of common stock, no par value per share; said shares shall not be divided into any other classes.

#### ARTICLE V

The corporation shall not commence business until at least one thousand dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

#### ARTICLE VI

Additional or treasury stock may be issued and sold from time to time in such amounts and for such consideration as may be determined by the Board of Directors, subject to the preemptive right of every stockholder to purchase his pro-rata share. This right must be exercised within ninety (90) days of the offering.

#### ARTICLE VII

The name and address of the initial registered agent and office of the corporation is: GEORGE NICHOLS, 3440 South T K Avenue, Boise, Idaho 83705.

#### ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

George Nichols  
3440 South T K Avenue  
Boise, Idaho 83705

Spiro Nichols  
14 East Stratford Avenue  
Salt Lake City, Utah 84115

#### ARTICLE IX

The name and address of each Incorporator is:

George Nichols  
3440 South T K Avenue  
Boise, Idaho 83705

Spiro Nichols  
14 East Stratford Avenue  
Salt Lake City, Utah 84115

#### ARTICLE X

The stockholders shall not be personally liable nor shall their property, real or personal, be liable for the obligation of this corporation, and neither the directors nor the shareholders shall have any personal liability for damages, in accordance with the provisions of §30-1-54, Idaho Code.


DATED this 1<sup>st</sup> day of October, 1991.

  
GEORGE NICHOLS

  
SPIRO NICHOLS

**CONSENT AND ACCEPTANCE OF REGISTERED AGENT**


The undersigned hereby agrees to and shall serve as the Registered Agent of the Corporation pursuant to Article VII hereof.

  
GEORGE NICHOLS

STATE OF UTAH                    )  
  : ss  
COUNTY OF SALT LAKE )

I, Nick J. Colessides, a Notary Public, hereby certify that on the 1<sup>st</sup> day of October, 1991, personally appeared before me George Nichols, and Spiro Nichols, who being first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation and that the statements therein contained are true.

IN WITNESS WHEREOF, I and the above-named incorporators have hereunto ~~set~~ our hands and seal on this 1<sup>st</sup> day of October, 1991.

  
NOTARY PUBLIC, Residing in  
Salt Lake County, Utah



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