

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HYMAS PHOTOGRAPHY, INC.

File number C 113031

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: December 18, 1995



Pete T. Cenarrusa  
SECRETARY OF STATE

By Cava Sipe

DEC 18 10 23 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

## ARTICLES OF INCORPORATION

OF

HYMAS PHOTOGRAPHY, INC.

### ARTICLE I

The name of the corporation is Hymas Photography, Inc.

### ARTICLE II

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the laws of the State of Idaho.

### ARTICLE III

The duration of the Corporation shall be perpetual.

### ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares. All such shares shall be of a single class, designated as common, with no par value.

### ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to accumulate his or her votes in voting for the election of directors.

### ARTICLE VI

The Corporation elects to have preemptive rights, to be exercised consistent with the By-laws of the Corporation.

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## ARTICLE VII

The Corporation shall indemnify to the fullest extent permitted by the laws of the State of Idaho, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by law.

## ARTICLE VIII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the laws of the State of Idaho.

## ARTICLE IX

The Bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE X

The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation, but shall not be less than two (2), nor more than seven (7), directors. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Clyde Hymas  
3398 W. 3200 N.  
Moore, Idaho  
83255

Evelyn Hymas  
3398 W. 3200 N.  
Moore, Idaho  
83255

## ARTICLE XI

The initial registered agent of the corporation is Evelyn Hymas. The street address of the corporation's initial registered office is 3398 W. 3200 N., Moore, Idaho.

## ARTICLE XII

The name and address of the incorporator of the corporation is Evelyn Hymas, 3398 W. 3200 N., Moore, Idaho.

In Witness Whereof, the undersigned being all of the incorporators of said corporation, execute these Articles of Incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated this 13 day of December, 1995.

Evelyn Hymas  
Evelyn Hymas, Incorporator

STATE OF IDAHO )  
 )  
County of Bonneville )ss.  
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On this 13<sup>th</sup> day of December, 1995, before me,  
Tami Crook the undersigned, a Notary Public in and  
for the State of Idaho, personally appeared Evelyn Hymas known to  
me to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he executed the same and  
the statements therein are true and correct.

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)

Tami Crook  
Notary Public for the State of Idaho  
Residing at Idaho Falls  
my commission expires: 6/9/99