

# State of Idaho

## Department of State

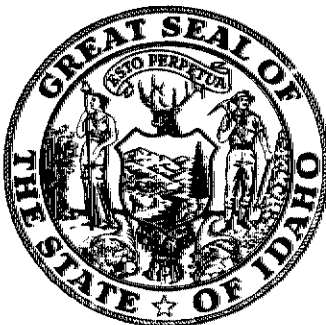
### CERTIFICATE OF INCORPORATION OF

AD VENTURES, INC.  
File number C 119719

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: June 4, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

**ARTICLES OF INCORPORATION**  
**OF**  
**AD VENTURES, INC.**

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97 JAN 16 1997  
SECRETARY OF STATE  
DATE 06/04/1997  
0900  
STAMP # 88635  
CUST# 3544  
AM 9:01  
STATE OF IDAHO  
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The undersigned, to form a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

I

The name of the Corporation is AD VENTURES, INC.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which Corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares which the Corporation shall have the authority to issue is FIVE THOUSAND (5,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V

The address of the initial registered office of the Corporation and the initial registered agent at such address is:

**REGISTERED AGENT**

Greg Wells

**REGISTERED ADDRESS**

2615 North Fourth Street  
Suite 740  
Coeur d'Alene, Idaho 83814

## VI

The name and address of the Incorporator herein and of the persons who shall serve as initial Directors until the first annual meeting of the shareholders is:

### INCORPORATOR/DIRECTOR

### ADDRESS

Greg Wells

2615 North Fourth Street  
Suite 740  
Coeur d'Alene, Idaho 83814

## VII

The stock of the Corporation shall be non-assessable common stock.

## VIII

A Director shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except that a Director shall be liable for the following:

a. For any breach of the Director's duty of loyalty to the Corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.


c. For acts or omissions which involve Director liability as provided in Idaho Code Section 30-1-48, which states that a Director shall be liable under the following circumstances:

1. If the Director votes for or assents to the declaration of any dividend or other distribution of the assets of a Corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the Director votes for or assents to the purchase of the Corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the Director votes for or assents to any distribution of assets of the Corporation to its shareholders during the liquidation of the Corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the Corporation.

DATED this 27 day of May, 1997.

  
GREG WELLS

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal  
the day and year in this certificate first above written.

\_\_\_\_\_  
 Notary Public in and for the  
 State of Idaho  
 Residing at: \_\_\_\_\_  
 Comm. Exp.: 8/18/99