



Department of State

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

YELLOW CHIP ADVERTISING SYSTEMS, INC.,

was filed in the office of the Secretary of State on the **First** day
of **April** A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~
/ duly recorded on ~~Film~~ **No. microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Boise, in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **1st** day of **April**,
A.D., **1966**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
YELLOW CHIP ADVERTISING SYSTEMS, INC.

KNOW BY ALL MEN THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be YELLOW CHIP ADVERTISING SYSTEMS, INC.

ARTICLE II

The purposes and objects for which said corporation is formed are as follows:

(a) To carry on the business of advertising agents and advertising counsel, to contract for advertising and to deal in advertising space; to make, sell and deal in and with drawings, engravings, electrotpe space plates, and any and all merchandise necessary or useful in and for the advertising business; to acquire, print, publish, conduct, circulate, or otherwise deal with any publication or publications, and generally to carry on the publishing business.

To carry on the business of originating, composing, and devising forms of advertisements and advertising matter for others, and publishing and securing the publication of the same and all other matters thereto pertaining.

(b) To engage in the business of manufacturing, purchasing, selling, importing, exporting, trading, and dealing in any and all kinds of advertising novelties, specialties, and devices, including badges, buttons, purses, billfolds, wallets, balloons, caps, fans, card cases, pass books, diaries, calendars, memorandum books, match

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1 safes, pencils, rulers, tape, comb cases, favors and souvenirs of
2 every description, and all other advertising novelties or speci-
3 alties whether composed of leather, rubber, paper, wood, metal, or
4 any other material.

5 To buy, sell, import, export, or otherwise acquire raw materi-
6 als of every description used in the manufacture of advertising
7 novelties and specialties, and to conduct the business of printing,
8 stamping, lithographing, electrotyping, engraving, and binding in
9 connection therewith.

10 (c) To purchase, take or lease, or in exchange, hire or
11 otherwise acquire any real or personal property, rights or pri-
12 vileges, either within or without the State of Idaho, suitable or
13 convenient for any of the purposes of this business, and to pur-
14 chase, acquire, erect and construct, make improvements of buildings
15 or machinery insofar as the same may be appurtenant to or useful
16 for the conduct of the business as above specified, but only to
17 the extent to which the company may be authorized by the laws of
18 the State of Idaho.

19 (d) To borrow money for the purposes of this corporation,
20 to issue bonds, notes and debentures and other evidence of in-
21 debtedness therefore and to secure the same by mortgage or pledge
22 of personal property, including the income of said corporation, or
23 by mortgage of real property, executed in trust or otherwise. All
24 or any portion of the real or personal property may be so pledged
25 mortgaged or hypothecated.

26 (e) To enter into any contract, co-operative agreement or
27 profit sharing plan with its officers or employees that the
28 corporation may deem advantageous or expedient, or otherwise to
29 reward or pay such persons for their services as the directors
30 may deem fit.

31 (f) To sue and be sued, appear, complain and defend in any
32 court of law or equity, or before any board, commission or tri-
bunal.

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1 (g) To have and use a corporate seal which may be altered
2 by majority vote of the board of directors.

3 (h) To receive, acquire, hold, purchase, dispose of, convey,
4 mortgage, and/or lease, real and personal property; to dispose of,
5 sell, lease, assign, transfer, mortgage and/or convey any rights,
6 privileges, franchises, real or personal property of the corpor-
7 ation, other than its franchise of being a corporation, and to
8 acquire, purchase, guaranty, hold, mortgage, own, vote, sell,
9 pledge and/or otherwise dispose of and deal in shares, bonds,
10 securities and debentures and other evidences of indebtedness in
11 other corporations, domestic or foreign.

12 (i) To appoint such officers, employees and agents as the
13 business of the corporation may require and to allow them compen-
14 sation.

15 (j) To make by-laws not inconsistent with any existing law
16 for the management of its business and property, the regulation
17 and conduct of its affairs, and the certification and transfer of
18 its stock, and optionally to provide penalties for the breach
19 thereof not exceeding twenty dollars for any one offense.

20 (k) To issue shares and admit shareholders, and to sell
21 their shares for the payment of assessments or installments.

22 (l) To wind up and dissolve itself, or to be wound up and
23 dissolved.

24 (m) To enter into contracts or obligations of any type or
25 kind essential, necessary or proper to the transaction of its
26 ordinary affairs, or for the purposes of the corporation.

27 (n) To conduct business in this State, other states,
28 District of Columbia, territories and colonies of the United States
29 and in foreign countries, and to have one or more offices and
30 places of business out of this State, and to acquire, receive,
31 hold, purchase, lease, mortgage, dispose of and/or convey real
32 and personal property situate out of this State.

ARTICLES OF INCORPORATION-3 PLS.

1 (o) To carry on any other business, or to do anything in
2 connection with the objects and purposes above mentioned that
3 may be necessary or proper to accomplish successfully or promote
4 said objects and purposes of this corporation. The foregoing
5 clauses, by reason of specific enumeration of powers, shall not
6 be held to restrict the power of the corporation to do any of the
7 things within the purview of its general purposes.

8 ARTICLE III

9 This corporation shall have perpetual existence.

10 ARTICLE IV

11 The location and post office address of this corporation and
12 its principal place of business shall be 4508 Emerald, Boise,
13 Ada County, State of Idaho.

14 ARTICLE V

15 The total authorized capital stock of this corporation shall
16 be Twenty Five Thousand Dollars (\$25,000.00) divided into Twenty
17 Five Thousand (25,000) shares of common stock of the par value
18 of One Dollar (\$1.00) each. Said capital stock shall be paid in
19 at such times and upon such conditions as the Board of Directors
20 may by resolution direct, either in cash, or by services rendered
21 to the corporation, or by real and personal property transferred
22 to it. Share of stock, when issued in exchange for services or
23 property pursuant to resolution by the Board of Directors, shall
24 thereupon become and be fully paid up the same as though paid
25 for in cash at par, and shall be non-assessable forever, and the
26 determination by the Board of Directors as to the value of any
27 property or services received by the corporation in exchange for
28 stock shall be conclusive.

29 ARTICLE VI

30 The name and post office address of each of the incorporators
31 hereof and the number of shares of common stock described in
32 Article V herein subscribed by each are as follows:

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	<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
1			
2	Myron L. Gilbert	3011 Hillway Drive	One Share
3		Boise, Idaho	
4	Harold K. Reusser	2051 Pandora Drive	One Share
5		Boise, Idaho	
6	William A. Brammer	4508 Emerald	One Share
7		Boise, Idaho	

ARTICLE VII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders unless the common stock shall be first offered for sale to the corporation first and secondly to each of the other common stockholders of this corporation at a price to be determined by the rules and procedures outlined in the by-laws of this corporation. The by-laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than the common stockholder.

ARTICLE IX

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the by-laws of this corporation and by the laws of the State of Idaho.

ARTICLE X

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of 3/4ths of the stockholders entitled to vote in a meeting of stockholders called for

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1 that purpose as prescribed by law.

2 ARTICLE XI

3 At any special meeting called to consider the subject, the
4 corporation, upon a unanimous recommendation of the Board of
5 Directors, may dissolve the corporation, provided that at least
6 3/4ths of the members of the Board are present at such meeting,
7 and provided that not more than 1/4th of the stockholders in
8 person or by written notice object thereto. A committee of three
9 shall thereupon be elected to liquidate the assets of the corpora-
10 tion, and each share of capital stock according to the amount
11 thereon shall be entitled to its proportion of its proceeds after
12 all debts of the corporation have been paid.

13 IN WITNESS WHEREOF, we have hereunto set our hands this

14 29th day of March, 1966.

15
16 Myron L. Gilbert
17 Harold K. Reusser
18 William A. Brammer
19
20

21 STATE OF IDAHO)
22 County of Ada) ss.
23

24 On this 29th day of March, 1966, before me the undersigned
25 a Notary Public, personally appeared MYRON L. GILBERT, HAROLD K.
26 REUSSER and WILLIAM A. BRAMMER, known to me to be the persons
27 whose names are subscribed to the within instrument, and acknow-
28 ledged to me that they executed the same.

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

32 James A. Derr
Notary Public for Idaho
Residence: Boise, Idaho