

# CERTIFICATE OF INCORPORATION OF

TRUMPET PUBLICATIONS, 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 \_\_\_\_\_

TRUMPET PUBLICATIONS, INC.

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: July 8, 1982.



Secretary of State

by: Meren J. artiach

## ARTICLES OF INCORPORATION STATE

OF

## TRUMPET PUBLICATIONS, INC.

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is TRUMPET PUBLICATIONS, INC.

ARTICLE II

DURATION

The period of duration of this corporation is perpetual.

ARTICLE III

#### **PURPOSES**

The purposes for which this corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

#### ARTICLE IV

## CAPITAL STOCK

The total authorized capital stock of the corporation shall be 3,000 shares of preferred stock and 7,000 shares of common stock, each without par value. Preferred stock shall be entitled to the following preferences over common stock of the corporation:

A. Corporation revenues, as determined by gross receipts less out-of-pocket cash expenses, not including salaries, shall be first used to pay a monthly dividend to all holders of preferred shares at the rate of one-hundreth of one percent (.01%) of said month's gross sales per share of preferred stock, until such time as said preferred shareholders shall have received in dividends a sum equivalent to the total amount of consideration paid to the corporation for said stock, at which time said preferred stock shall be automatically converted to common stock.

- B. In the event of a liquidation of the corporation, any preferred shareholders of record whose stock has not yet been converted to common stock, shall be entitled to receive from the liquidation proceeds as a priority payment after payment of debts the balance of the consideration paid to the corporation for the stock after deduction of any dividends already so applied, at which point said stock shall automatically be converted to common stock.
- C. Preferred stock shall have the same voting rights as common stock, or one vote per share.

#### ARTICLE V

#### PRE-EMPTIVE RIGHTS

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares of common stock, but not preferred stock, in proportion to their share ownership. This pre-emptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of fifty-one percent (51%) of the shares entitled to vote thereon. Likewise, this pre-emptive right shall apply to shares to be issued for consideration other than cash.

## ARTICLE VI

## INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 228 First Street, Idaho Falls, Idaho 83401. The name of the initial registered agent at that office is Rich Gillespie.

## ARTICLE VII

### BOARD OF DIRECTORS

The original Board of Directors of the corporation shall consist of one director namely: Rich Gillespie, 228 First Street, Idaho Falls, Idaho, who shall serve as director until the first annual meeting of the shareholders or until his successors are elected and shall qualify. With the exception of said initial director, the Board of Directors shall be composed of not less than three directors.

#### ARTICLE VIII

#### INCORRPORATOR

The incorporator of this corporation is Rich Gillespie of 228 First Street, Idaho Falls, Idaho 83401.

DATED this 2 day of June, 1982.

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STATE OF IDAHO

ss.

County of Bonneville

On this 30<sup>+L</sup> day of June, 1982, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared RICH GILLESPIE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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)

Notary Public for the State of Idaho

Residing at Idaho Falls My Commission is Permanent

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