

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

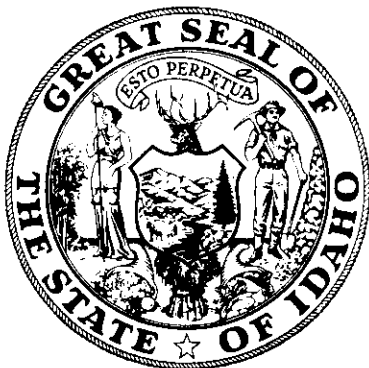
*CINEMAS WEST, INC.*

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 \_\_\_\_\_  
*CINEMAS WEST, 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 6, 1982.*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Maren E. Artach*

JUL 6 8 50 AM '82  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

CINEMAS WEST, INC.

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

1. The name of the corporation is CINEMAS WEST, INC.
2. The period of duration is perpetual.
3. The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this Act.
4. The authorized capital stock of this corporation shall consist of FIVE HUNDRED THOUSAND (500,000) shares of common stock having a par value of ONE CENT (.01) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000). All said shares shall be issued fully paid and shall not be subject to assessment.

5. The private property of the shareholder shall not be subject to the payment of corporate debts to any extent whatsoever and this corporation shall commence doing business once at least ONE THOUSAND DOLLARS (\$1,000) has been received as consideration for the issuance of shares.

6. No shareholder of any stock of this corporation shall have the right to transfer said stock to any person without the consent of this corporation and the consent of the then existing shareholders but shall offer the shares for sale to the corporation and/or the current shareholders at the fair market book value and under the terms of a bona fide offer. In the event the corporation declines to purchase said stock after being given said offer in writing, every current shareholder before selling any such stock shall offer the same to the remaining shareholders at the fair book value of such stock at the time such offer is made. If the corporation or current shareholders do not exercise their right of first refusal within forty-five (45) days of written notice, said right of first refusal shall expire. The purpose of said right of first refusal is to insure that the forming shareholders of this corporation be allowed to maintain their current voting and control status and be allowed to operate this corporation with persons of their choosing. In case of any disagreements as to book value, the matter should be submitted to arbitration. Any attempt at sale of any stock to a person or persons other than as heretofore expressed shall be void.

7. The address of the initial registered office of the corporation is 721 East 6th Street, Moscow, Idaho, and the name of it's initial registered agent at such address is Jack Dale Clark, Jr. The initial mailing address of the corporation shall be Post Office Box 9003, Moscow, Idaho 83843.

8. This corporation shall have the power and authority to buy it's own stock and to hold the same as treasury stock or to sell or otherwise dispose of the same.

9. The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of that person who shall serve as director until the first annual meeting of the shareholders, or until his successor is elected and qualified is:

Name: Jack Dale Clark, Jr.

Address: 721 East 6th Street  
Moscow, ID 83843

10. The name and address of each incorporator is:

Name: Jack Dale Clark, Jr.

Address: 721 East 6th Street  
Moscow, ID 83843

DATED this 1st day of July, 1982.

*Jack Dale Clark Jr.*

JACK DALE CLARK, JR.

STATE OF IDAHO )

: ss.

County of Latah )

On this 1 day of July, 1982, before me personally appeared JACK DALE CLARK, JR., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

*H. Heldon*

NOTARY PUBLIC in and for the State of Idaho, residing at Moscow, therein.