



CERTIFICATE OF INCORPORATION  
OF

WELCH MUSIC, INC.

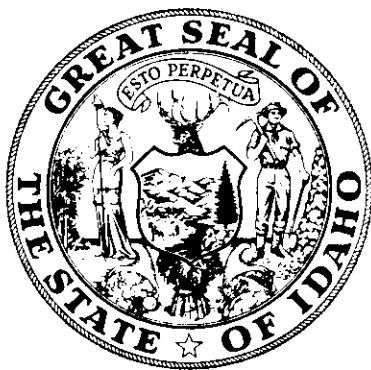
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WELCH MUSIC, 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: August 1, 1984



SECRETARY OF STATE

by: \_\_\_\_\_

PARSONS, SMITH, STONE & FLETCHER  
LAWYERS  
BURLEY, IDAHO

ARTICLES OF INCORPORATION  
OF  
WELCH MUSIC, INC.

AUG 1 9 04 AM '84  
SECRETARY OF STATE

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

ARTICLE 1: The name of the corporation is WELCH MUSIC, INC.

ARTICLE 2: The period of its duration is perpetual.

ARTICLE 3: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act with emphasis upon the retail sales of music, musical instruments, pianos and musical supplies and in addition the rendering of professional services in music.

ARTICLE 4: The aggregate number of shares of which the corporation shall have authority to issue is Five Hundred (500) shares without par value. The capital stock, when fully paid, shall be nonassessable, shall be of one class, of which all shall be voting. Voting of stock may be cumulative.

ARTICLE 5: There are no provisions denying pre-emptive rights.

ARTICLE 6: Provisions for the regulation of the internal affairs of the corporation are that no contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of capital stock of such other corporation is owned by the corporation, and no act of the

1 corporation shall be in any way affected or invalidated by the  
2 fact that any of the directors of the corporation are pecuniarily  
3 or otherwise interested in or are directors or officers of such  
4 other corporation. Any director individually may be a part to or  
5 may be pecuniarily or otherwise interested in a contract or trans-  
6 action of the corporation and any directors of the corporation  
7 who are so interested may be counted in determining the existence  
8 of a quorum at any meeting of the Board of Directors of the  
9 corporation which shall authorize such contract or transaction  
10 and may vote thereon to authorize such contract or transaction  
11 with the same right, force and effect as if he were not such  
12 director or officer of such corporation and not so interested  
13 therein. The same shall apply if any officer or director of this  
14 corporation shall be interested in any other form of business  
15 entity dealing with this corporation.

16 ARTICLE 7: The address of the initial registered office  
17 of the corporation is 1328 Overland Avenue, Burley, Idaho 83318,  
18 and the name of its initial registered agent at such address  
19 is Randy D. Welch.

20 ARTICLE 8: The number of directors consisting the  
21 initial Board of Directors of the corporation is two (2) and the  
22 names and addresses of the persons who are to serve as directors  
23 until the first annual meeting of the shareholders or until  
24 their successors are elected and qualify are:

25 <u>NAME</u>	<u>ADDRESS</u>
26 Randy D. Welch	1328 Overland - Box 396 Burley, Idaho 83318

1 Desmond H. Welch

1328 Overland Avenue  
Box 396  
Burley, Idaho 83318

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3

ARTICLE 9: The name and address of each incorporator

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is:

5

NAME

ADDRESS

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Randy D. Welch

1328 Overland Avenue  
Box 396  
Burley, Idaho 83318

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Desmond H. Welch

1328 Overland Avenue  
Box 396  
Burley, Idaho 83318

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DATED July 30, 1984.

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