

CERTIFICATE OF INCORPORATION OF

IDAHO RECREATIONAL PUBLISHERS, 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 ______

IDAHO RECREATIONAL PUBLISHERS, 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: May 7, 1984



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SECRETARY OF STATE

by:_____

ARTICLES OF INCORPORATION

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IDAHO RECREATIONAL PUBLISHERS, INC.

SECRETARY OF

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a citizen of the United States and being of legal age, acting as incorporator, have this day adopted the following Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose do hereby certify as follows:

ARTICLE I

The name of this corporation shall be: Idaho Recreational Publishers, Inc.

ARTICLE II

The term of the existence of this corporation shall be perpetual.

ARTICLE III

The registered office of this corporation and the principal place for transaction of its business is hereby designated as 1115 N. 29th, Boise, Idaho.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, and this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following

powers:

- A. To buy, sell, own and manage magazines, brochures, newspapers, any publications of whatsoever nature, type or kind, and operate and carry on all lawful businesses whatsoever;
- B. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;
- C. To purchase, own, sell, lease, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has heretofore been issued to a stockholder;
- D. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;
- E. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;
- F. To build, repair, reconstruct, locate, relocate, any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;
- G. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendment

thereof;

- H. To enter into any sort of partnership with any persons, corporate or otherwise and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;
- I. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number one (1). In the case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE VI

The total number of shares of stock which the corporation shall have the authority to issue shall be two hundred fifty thousand (250,000) shares of common stock of the par value of One Dollar (\$1.00) per share, the only capitalization of this corporation for a total capitalization of Two Hundred Fifty Thousand and no/100 Dollars(\$250,000.00). Each share of common stock shall have the same rights, privileges, and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have preemptive rights.

In all elections for directors of this corporation, every shareholder shall have the right to vote in person or in proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate

his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal or to distribute them on the same principal among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

ARTICLE VII

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

HIRO HAYASHI

1115 N. 29th

Boise, Idaho 83702

ARTICLE VIII

AND REGISTRICED AGENT

The names and post office addresses of the incorporator/are as follows:

HIRO HAYASHI

1115 N. 29th

Boise, Idaho 83702

ARTICLE IX

The private property of the shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder in individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code Annotated, and as such may be amended.

ARTICLE X

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any

special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand on Z

STATE OF IDAHO)

) ss.

County of Ada

On this 7th day of May, 1984, before me, a notary public in and for said county and state, personally appeared histograms, known to me to be the person whose name is subscribed to the within 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.

NOTARY PUBLIC for Idaho Residing at Boise, Idaho

Imma Harfuld