

# State of Idaho

## Department of State

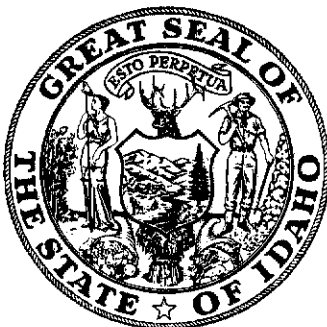
### CERTIFICATE OF INCORPORATION OF

SUNSHOWER FRAME AND ART GALLERY, INC.  
File number C 113212

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 the above named corporation, 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: January 2, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Mrs. Seibel*

DEC 29 10 47 AM '95  
SECRETARY OF STATE  
STATE OF IDAHO

JAN 2 9 52 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

SUNSHOWER FRAME AND ART GALLERY, INC.

ARTICLE I

The name of this Corporation is:

Sunshower Frame and Art Gallery, Inc.

ARTICLE 2

This Corporation has perpetual existence.

ARTICLE 3

1. This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which the corporation is incorporated.

2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this Corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation provided that money or property of the Corporation shall not be used for purchase of its own shares of stock when such use would cause any impairment of the capital of the entity. The Corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this Corporation.

(c) To borrow money and give security therefore.

(d) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

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(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes of this Corporation or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property or rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or do any act which a corporation formed under the Uniform Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefore may not at any time lawfully carry on or do.

#### ARTICLE 4

The address of the registered office of the Corporation is, Trunkenbolz & Carlson, P.S., 1400 Northwood Center Court, Suite C, Coeur d'Alene, Idaho 83814, and the name of the registered agent at such address is BEVERLY A. HALLETT. The initial principal place of business of the corporation will be 108 North Fourth Street, Coeur d'Alene, Idaho, 83814.

#### ARTICLE 5

The total authorized number of shares of the Corporation is FIFTY THOUSAND shares, all such shares to be no par value. Each share is entitled to one (1) vote and is non-assessable.

#### ARTICLE 6

The holders from time to time of the common stock of the Corporation shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions as should be fixed by the Board of Directors, such of the shares of the Corporation that may be shares held in the treasury of the Corporation from time to time, or as may be authorized from time to time over and above shares of common stock authorized by the original Articles of Incorporation of the Corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

Directors of the Corporation are at least two ( 2 ) in number and the names and addresses of the initial Directors are:

Richard L. Ettinger            108 N. Fourth St.  
Coeur d'Alene, ID 83814

Deborah K. Blahuczyn        108 N. Fourth St.  
Coeur d'Alene, ID 83814

The first directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualified.

#### ARTICLE 7

The name and address of the Incorporator is:

BEVERLY A. HALLETT  
TRUNKENBOLZ & CARLSON, P.S.  
1400 Northwood Center Court  
Suite C  
Coeur d'Alene, ID 83814  
(208) 769-7100

#### ARTICLE 8

At each election for directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy, the number of shares owned by him for as many votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE 9

1. No contracts or other transactions between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and

2. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the


Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof.

#### ARTICLE 10

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power. The Board of Directors hereby have the power to make, alter or repeal the By-Laws of the Corporation except as to their compensation and term of office.

DATED this 28<sup>th</sup> day of December, 1995.

TRUNKENBOLZ & CARLSON, P.S.

  
BY: BEVERLY A. HALLETT  
Incorporator