

Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

EXPRESS PUBLISHING, INC.

was filed in the office of the Secretary of State on the **twenty-sixth** day of **November** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ ^{will be} ~~duly recorded on Film No. microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Ketchum, Idaho** in the County of **Blaine**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **November**, A.D., **1974**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

EXPRESS PUBLISHING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, LINDA M. BROWN, of Boise, Idaho, JOHN HEINRICH, JR., MARTHA POITEVIN, EVELYN BACKMAN, STEPHEN LATHROP, CHARLES GATES, PAM TUNO, all of Blaine County, Idaho, all being persons of full age and citizens of the United States of America, do hereby, as incorporators hereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation, as follows:

I

That the name of said corporation is EXPRESS PUBLISHING, INC.

II

That the purpose for which said corporation is formed is as follows:

To engage in a general newspaper, magazine and other publishing business, and any other business incidental thereto in the State of Idaho and elsewhere, and in accomplishing these objects to perform or do any act customarily performed or done in said business.

To engage in, carry on and conduct any activity or activities that might be related to any of the above described powers; to execute, and take or receive any contracts of assign-

ments of contracts therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies connected therewith or required therefor; to manufacture, produce, adapt and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

To acquire, hold, possess and own patents, copyrights, improvements and franchises, or to acquire licenses under such patents and copyrights for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents and copyrights by vending said patents and copyrights or rights to license thereunder.

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for

which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of this corporation; and also to have all of the powers and authority authorized or provided for by Section 29-114 of Idaho Code Annotated for 1947.

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

III

That the duration of said corporation shall be perpetual.

IV

That the location of the registered office of said corporation in Idaho shall be P. O. Box 1013, Ketchum, Blaine County, Idaho. Branch offices or places of business of said corporation

holders at par value or at determined value for non par value stock regardless of the terms and conditions as may have been offered by any third party. The corporation shall have the continuing option to purchase Class A stock at par value, and Class B stock at the determined value at any time after the issuance thereof.

VII

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall have not less than three (3) nor more than five (5) Directors, and all Directors will be chosen from the community at large, and no individual who holds any voting stock shall serve as a Director of said corporation. The first Board of Directors shall be three (3) in number, consisting of JAMES M. DESNOYERS, P. O. Box 16, Ketchum, Idaho, GERALD M. SEIFFERT, P. O. Box 759, Sun Valley, Idaho, and MARK BUELL, 1820 Vallejo Street, San Francisco, California, who shall serve until the annual election of Directors in the year 1975.

VIII

That the qualifications, term of office, manner of election, time and place of meetings and the powers and duties of the Directors and shareholders of this corporation and the Editor of the newspaper of said corporation shall be prescribed by the By-Laws.

That the Class A shareholders of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by

may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgement of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

V

The shares of stock of said corporation shall be classified into two (2) categories of stock, that of voting and non-voting stock. Class A stock shall be deemed the voting stock and Class B stock shall be deemed the non-voting stock. Only the Class A stock shall have right to vote and to receive dividends or bonuses.

The total authorized shares of Class A stock shall be two thousand five hundred (2,500) of the par value of ONE and NO/100 (\$1.00) DOLLARS per share. Each share of said Class A stock shall be entitled upon issuance to one (1) vote and shall represent all the voting shares of the corporation.

The total authorized shares of Class B stock shall be two hundred shares (200) of no par value and the proper consideration for which no par value stock may be issued shall be fixed by the stockholders of Class A stock.

The said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

VI

That no shareholder of Class A stock or Class B stock shall transfer, alienate or in any way dispose of his shares in the corporation unless such shares shall first have been offered for sale to the corporation and then equally to the other share-

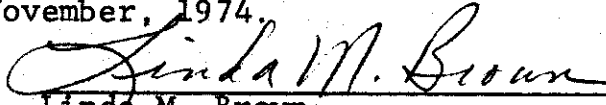
the By-Laws of the corporation.

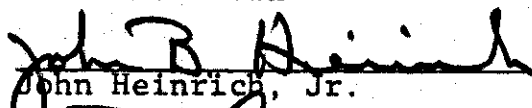
IX


That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

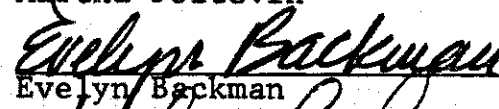
<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Linda M. Brown	1604 S. Phillippi St. Boise, Idaho 83705	Ten (10) Class A
John Heinrich, Jr.	P. O. Box 1238 Ketchum, Idaho 83340	Ten (10) Class A
Martha Poitevin	P. O. Box 186 Ketchum, Idaho 83340	Ten (10) Class A
Evelyn Backman	P. O. Box 1013 Ketchum, Idaho 83340	Ten (10) Class A
Stephen Lathrop	P. O. Box 1013 Ketchum, Idaho 83340	Ten (10) Class A
Charles Gates	P. O. Box 633 Ketchum, Idaho 83340	Ten (10) Class A
Pam Tuno	General Delivery Sun Valley, Idaho 83353	Ten (10) Class A

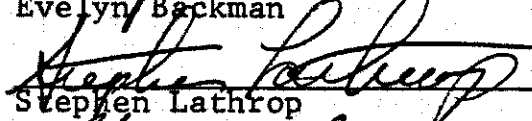
IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 25th day of November, 1974.

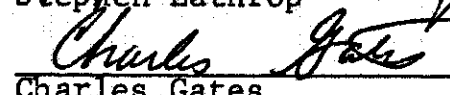
 (SEAL)
Linda M. Brown

 (SEAL)
John Heinrich, Jr.

 (SEAL)
Martha Poitevin

 (SEAL)
Evelyn Backman

 (SEAL)
Stephen Lathrop

 (SEAL)
Charles Gates

Pam Tunno (SEAL)
Pam Tunno

STATE OF IDAHO)
County of Blaine)

On this 25th day of November, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared LINDA M. BROWN, JOHN HEINRICH, JR., MARTHA POITEVIN, EVELYN BACKMAN, STEPHEN LATHROP, CHARLES GATES, and PAM TUNO, known to me to be the persons whose signatures are subscribed to the within instrument and acknowledge to me that they 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.

James W. Pullin
Notary Public for Idaho
Residing at Letchem, Ida.
My commission expires: 10-2-78