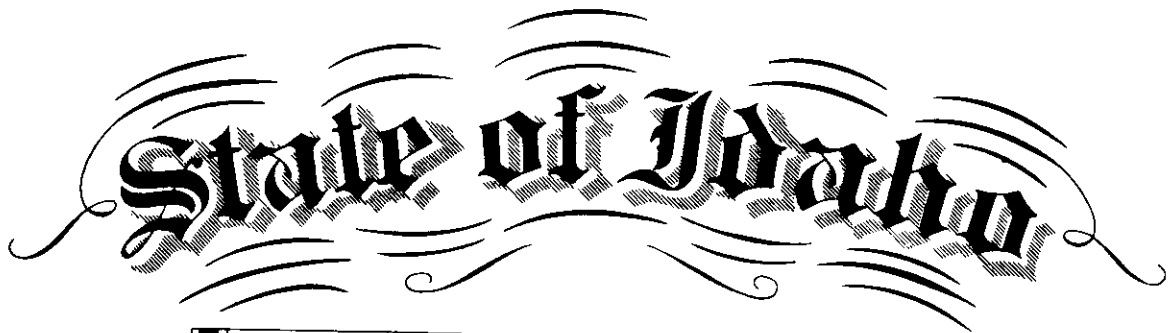




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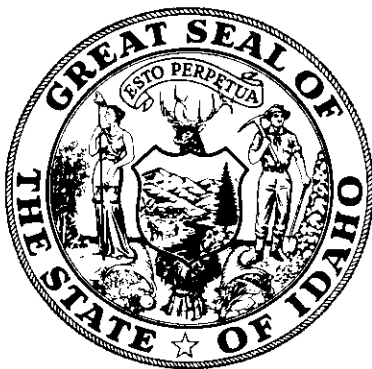
**CERTIFICATE OF INCORPORATION
OF**

THE COMMUNICATORS GUILD, 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 THE COMMUNICATORS GUILD, INC., duly signed pursuant to the provisions of the Idaho Nonprofit 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 October 16, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

OCT 5 3 36 PM '79

SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
THE COMMUNICATORS GUILD, INC.,
an Idaho non-profit organization

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom are of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho including Idaho Code Section 30-301, et seq. Pursuant thereto we certify as follows:

ARTICLE I.

The name of this non-profit corporation is: THE COMMUNICATORS GUILD, INC; that this corporation is not organized for pecuniary profit and that this corporation is hereby designated to be a non-profit corporation.

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

The purpose of this corporation shall be to enhance the quality of services and products provided by various aspects of the communications industry through a program of continuing educational seminars covering all aspects of the communications industry.

Generally, the corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out the purpose of the corporation, may do any and all things necessary thereto and may exercise any and all powers not prohibited by law, and not prohibited to non-profit corporations.

Without limitation to the foregoing, in carrying out its purpose, the corporation may acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purposes and may manage or operate any real or personal property given to, devised to or acquired by the corporation. Further, the corporation may sell, convey, dispose or exchange and deal in real and personal property, and may do any and all other things convenient or incidental to the purpose of the corporation.

ARTICLE IV.

The Registered Agent of this corporation is hereby designated as MARTIN, CHAPMAN, MARTIN & HYDE, CHARTERED, an Idaho corporation, and the Registered Office of this corporation is hereby designated as: Suite 800, 999 Main Street, Boise, Idaho 83701, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE V.

Any person shall be eligible for membership in this corporation upon affirmative action of the Board of Directors as provided in the By-Laws. The corporation shall issue to each member a Certificate of Membership in this corporation and each member shall be entitled to one (1) vote and shall have an equal right to, and interest in, this corporation. The voting power of every member of this corporation shall be equal to the voting power of every other member hereof. Membership in the corporation shall terminate as provided for in the By-Laws.

ARTICLE VI.

The Membership Certificates of this corporation are assessible and all Membership Certificates issued shall conspicuously note in the face of such certificate that the

same is assessible. Assessments shall be made and collected in the manner provided for by law.

ARTICLE VII.

The number of directors constituting the initial Board of Directors of this non-profit corporation is seven (7) and their names and addresses are as follows:

Evan Vonberg, c/o
Joslyn/Morris, Inc.
120 S. 3rd
Boise, ID

Lorry Roberts, c/o
J.R. Simplot Co.
P. O. Box 1059
Caldwell, ID

Mark Baltes, c/o
Serigraph Studio
210 E. 37th
Boise, ID

Jerry Choat, c/o
3835 Scenic Drive
Boise, ID

Duane Garrett, c/o
Garrett Photography
714 W. State
Boise, ID

Revell May, c/o
Zellerbach Paper Co.
101 N. Cole
Boise, ID

Bonnie Robinson, c/o
B & J Typesetting
6720 Emerald
Boise, ID

The directors hereinabove designated shall hold office until their successors are elected at the election of Directors of the First Annual Meeting of the Membership of this corporation.

ARTICLE VIII.

Members holding thirty percent (30%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at any meeting of this non-profit corporation.

ARTICLE IX.

That private property of the members of this corporation shall not be subject to the payment of a corporation debt.

ARTICLE X.

No member, director or officer of this non-profit corporation shall receive any portion of the income of this non-profit corporation but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, or money loaned to the corporation and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out the objectives of this corporation.

ARTICLE XI.

The officers of the corporation shall be President, Vice President, Secretary and Treasurer, and such other offices as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-Laws of the corporation. Officers shall be chosen in accordance with provisions stated in the By-Laws.

ARTICLE XII.

In the event of a dissolution of the corporation, the disposal of assets or property shall be determined at the time of such dissolution in the manner provided by Idaho Law. Provided, however, that assets or property may be transferred only to another non-profit corporation duly qualified under the regulations of Section 501(c), Internal

Revenue Code, having objectives or purposes similar to those of this corporation, or to a public agency or to another non-profit corporation duly qualified under the regulations of Sec.501(c), Internal Revenue Code.

Provided, further, that in the event of dissolution no asset or property shall be distributed to the members, either for reimbursement for any sums subscribed, donated or contributed by such member, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the functions and purposes of this corporation.

ARTICLE XIII.

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-Laws of this corporation in the manner therein prescribed.

ARTICLE XIV.

These Articles may be amended by two-thirds (2/3) majority vote, in person or by proxy, of those members present at a meeting of the membership duly called for that purpose and at which a quorum is present.

ARTICLE XV.

The names and addresses of the incorporators are as follows:

Bonnie Robinson, c/o
B&J Typesetting
6720 Emerald
Boise, ID

Judy Hambley, c/o
B&J Typesetting
6720 Emerald
Boise, ID

Ed Chaney
Route 1,
Eagle, ID

Revell May c/o
Zellerbach Paper Co.
101 N. Cole
Boise, ID

Duane Garrett c/o
Garrett Photography
714 W. State
Boise, ID

Evan Vonberg, c/o
Joslyn/Morris, Inc.
120 S. 3rd.
Boise, ID

Jerry Choat
3835 Scenic Drive
Boise, ID

Sam Clark, c/o
Boise Cascade Corp.
One Jefferson Square
Boise, ID

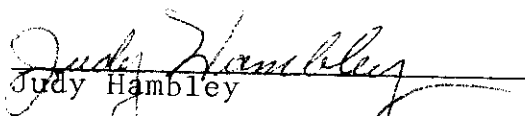
Ron Linville, c/o
Linville Advertising
1007 W. Jefferson
Boise, ID

Mark Baltes, c/o
Serigraph Studio
210 E. 37th
Boise, ID

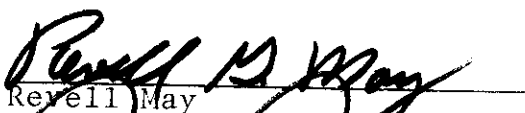
Lorry Roberts, c/o
J.R. Simplot Co.
P. O. Box 1059
Caldwell, ID

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 28th day of September, 1979.


Bonnie Robinson

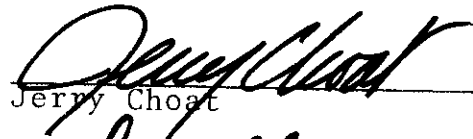

Judy Hambley


Ed Chaney

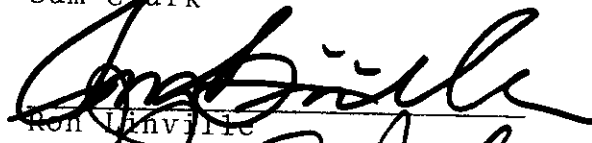

Revell May

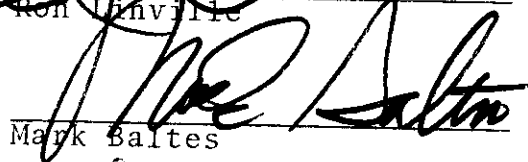

Duane Garrett


Evan Vonberg


Jerry Choat


Sam Clark


Ron Uleville


Mark Saltes


Lorry Roberts