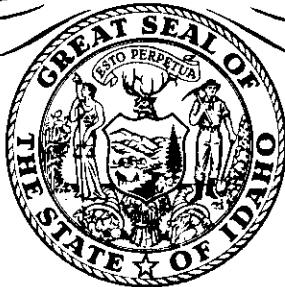


# State of Idaho



## 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

IDAHO EMPLOY SHOPS, INC.

was filed in the office of the Secretary of State on the 26th day of April A.D., One Thousand Nine Hundred Seventy-two and duly recorded on Film No. 1000000000 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 Twin Falls in the County of Twin Falls

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 April, A.D., 1972.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

INLAND EMPIRE SHOWS, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, JOSEPH P. WILLIAMS, NANCY L. WILLIAMS and L. REED WILLIAMS, all being of legal age and citizens of the State of Idaho and the United States of America, do hereby associate ourselves together for the purpose of forming a corporation under the Business Corporation Act and general incorporation laws of the State of Idaho and for said purpose hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be INLAND EMPIRE SHOWS, INC.

ARTICLE II

The purposes for which this corporation is organized are as follows: To conduct, operate and own amusement rides and equipment and to grant to other persons and corporations the right to carry on said business with the equipment and property of the corporation; To carry on and conduct other lines of operations and businesses in connection therewith.

To acquire, purchase, exchange, or otherwise, all or any part of, or an interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation now or hereafter may be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations and to conduct the whole or part of any business thus acquired.

To carry out any one or more of the purposes and objects herein mentioned as principal, factor, agent, contractor, or otherwise either alone or through or in conjunction with any person, partnership, association or corporation.

To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency or possession of the United States of America or in any foreign country.

To borrow money or to raise money without limit as to amount; to sell, grant security interests in, pledge or otherwise dispose of and realize upon books accounts and other choses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment of the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Business Corporation Law of this state.

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation or business of a similar nature, with any person, corporation, private, public

or municipal, body politic under the government of the United States or any state, territory or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law of this state.

To acquire, by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, grant security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

To purchase, own, and hold and to sell and transfer (but not to vote) its own shares if and when the capital of this corporation is not thereby impaired and to purchase, own, hold, sell, transfer and exercise all rights (other than voting rights) upon or under its own debt obligations, and upon warrants, rights, or options upon and with respect to its own securities.

To purchase, hold, cancel, reissue, sell, exchange, transfer, or otherwise deal in its own shares from time to time to such an extent and in such manner and upon such terms as the Board of Directors of the corporation shall determine; provided that this corporation shall not use its funds or property for the purchase of its own shares when such use would cause any impairment of its capital, except to the extent permitted by law; and provided further that shares of the corporation belonging to it shall not be voted upon directly or indirectly.

To acquire by purchase, subscription, underwriting, or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, create security interests in, pledge, exchange, or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities evidences of indebtedness, contracts, or obligations of any corporation, associations, or trust estates, domestic or foreign, or of any firm or individual or

of the United States or any state, territory, or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefore stocks, bonds or other securities or evidences of indebtedness of this corporation, and, while the owner or holder of any such property, to receive, collect, and dispose of the interest, dividends, and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting power thereon.

To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individual, all and everything necessary, suitable, convenient, or proper for or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein mentioned, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto or substituted therefore.

To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association or partnership, domestic or foreign and while owner of any such securities or obligations, to exercise all the rights, powers and privileges of ownership, including among other things the right to vote thereon for any and all purposes.

To lend money to other persons, partnerships, associations and corporations, secured by mortgage or other lien on real estate, pledge or security interest in personal property, or without security, but only to the extent permitted a

business corporation under the Business Corporation Law of this state.

To have one or more offices, conduct and carry on its business and operations, and acquire (by purchase, exchange, lease, hire or otherwise) own, hold, develop, operate, lease, sell, assign, transfer, exchange, mortgage, create security interests in, pledge, or otherwise dispose of, or turn to account, or convey real and personal property of every kind and nature, and rights and privileges, and otherwise to promote its objects within and without this state, in other states, the District of Columbia, the territories and dependencies of the United States and in foreign countries, without restriction as to place or amount, but subject to the laws of the state, district, territory, dependency or country.

To acquire, own, hold, improve, develop, operate, exploit, sell, convey assign, lease, exchange, transfer, dispose of, pledge, mortgage, grant security interests in and deal in and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible of every kind, and character, and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, interim receipts, warrants and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, or person, or governmental, municipal or public subdivision, district or authority.

To acquire by purchase, lease, gift, devise or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker or otherwise, and to manage, operate, service, equip, furnish, alter, and keep

in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature and description, whether as principal, agent, broker or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in conjunction with the owning, managing, leasing and operating real and personal property of any and all kinds.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other, or additional powers, rights and privileges granted or permitted to this corporation by the Business Corporation Law of this state under which this corporation by virtue thereof becomes deemed to be incorporated, it being intended that this corporation shall be authorized to have and shall have all the powers, rights and privileges granted or permitted to a corporation by such statute.

#### ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The location and post office address of the registered office of the corporation shall be 146 Addison Avenue West, P. O. Box 899, Twin Falls, Idaho, 83301.

#### ARTICLE V

The capital stock of the corporation shall be One Hundred Thousand Dollars (\$100,000) to consist of 1,000 shares of common stock of the par value of \$100 each. Said stock shall be non-assessable.

#### ARTICLE VI

The number of directors of this corporation shall be three.

#### ARTICLE VII

The transfer of stock is restricted. Reference is made to the By-Laws of the corporation for particulars.

## ARTICLE VIII

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each are as follows:

Joseph P. Williams, 146 Addison Avenue West,  
Twin Falls, Idaho 83301 1 share

Nancy L. Williams, 146 Addison Avenue West,  
Twin Falls, Idaho 83301 1 share

L. Reed Williams, 146 Addison Avenue West,  
Twin Falls, Idaho 83301 1 share

IN WITNESS WHEREOF the parties set their hands this                      day of  
February, 1972.

L. Reed Williams

Joe P. Williams

Nancy S. Williams

STATE OF IDAHO )  
County of Twin Falls ) ss

On this 10<sup>th</sup> day of February, 1972, before me, the undersigned, a Notary Public for Idaho, personally appeared Joseph P. Williams, Nancy L. Williams and L. Reed Williams known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have set my hand and seal the day and year first above written.

*William J. Smyke*  
Notary Public for Idaho  
Residing at Twin Falls, Idaho

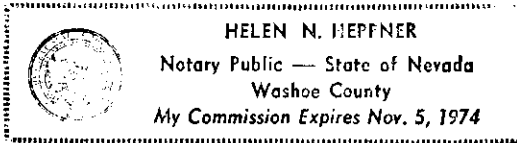


STATE OF NEVADA )

County of *Washoe* <sup>SS</sup>

On this *17<sup>th</sup>* day of *April*, 1972, before me, the undersigned, a Notary Public for Nevada, personally appeared Joseph P. Williams and Nancy L. Williams known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have set my hand and seal the day and year first above written.



*Helen N. Heffner*  
Notary Public for Nevada  
Residing at