

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

JOHN BOWEN MUSIC COMPANY, INC.

was filed in the office of the Secretary of State on the **Ninth** day of **February** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~Film~~ ~~Nonmicrofilm~~ 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

Barburg,

in the County of

Madison.

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 **9th** day of **February**,

A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

JOHN BOWEN MUSIC COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a resident of the United States of America, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto we hereby certify as follows:

ARTICLE I

The name of this corporation shall be JOHN BOWEN MUSIC COMPANY, INC.

ARTICLE II

The purposes for which this corporation is organized are as follows:

(a) To manufacture, buy, sell, export, import and deal in pianos, organs, phonographs, talking machines and musical instruments, musical appliances and accessories and musical supplies of every kind, character and description.

(b) To design, manufacture, install, purchase, or otherwise acquire, to sell or otherwise dispose of, at wholesale and retail, and to generally deal in and with radios, television, communication, wired and wireless telegraph and telephone instruments and apparatus and devices; to generally deal in merchandise at wholesale and retail in connection therewith.

(c) To do any and all things in connection with the maintenance of retail store for the sale of merchandise and for servicing radios, televisions and other electrical devices and supplies.

(d) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act or other law, or by these Articles of Incorporation.

(e) To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes hereinbefore set forth, and such as are not repugnant to law.

(f) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(g) To act in the State of Columbia and in any state, territory, district or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose for which is similar to the purposes hereinbefore set forth in this Article.

(h) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(i) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(j) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(k) To purchase, take receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by law or by these Articles of Incorporation.

(l) To acquire, (by application, assignment, purchase, exchange, lease, hire or otherwise) hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the Purposes set forth herein, including but without limiting the generality thereof, authorizations, and licenses to conduct public warehouses for commodities, or other personal property of all kinds, under the provisions of the Federal Warehouse Act and the Columbia General Warehouse Act.

(m) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore, or hereafter engaged in any business, the purposes of which is similar to the purposes set forth in this Article.

(n) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual or other legal entity, for the carrying on of any

business, the purpose of which is similar to the purposes set forth in this Article, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

(o) To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(p) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth in this Article.

(q) To borrow or raise monies for any of the purposes of the corporation set forth herein and from time to time, without limit as to amount, to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(r) To lend money for any of the purposes set forth in this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(s) To lend money to, and otherwise, assist its employees, other than its officers and directors, but to make no loans secured by the shares of the Corporation.

(t) To make donations for public welfare or for charitable, scientific or educational purposes, and in time of war to make donations in aid of war activities.

(u) The Corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the Corporation or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in the controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law agreement, vote of shareholders, or otherwise.

(v) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized.

ARTICLE III

The registered office of this Corporation and the principal place for the transaction of its business is hereby designated as Rexburg, Madison County, State of Idaho.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The amount of the total authorized capital stock of this corporation is Twenty Five Thousand (\$25,000.00) Dollars, divided into Two Hundred Fifty (250) shares of common capital stock with equal voting rights of the par value of One Hundred (\$100.00) Dollars each.

Such stock is, and shall remain non-assessable.

ARTICLE VI

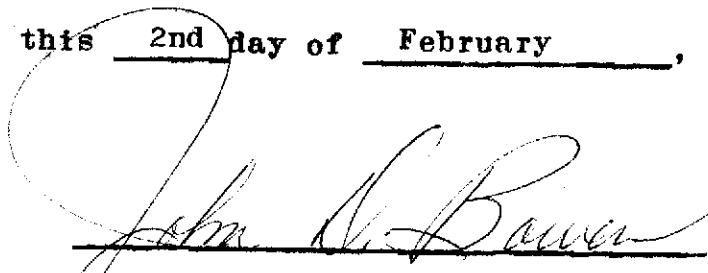
The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

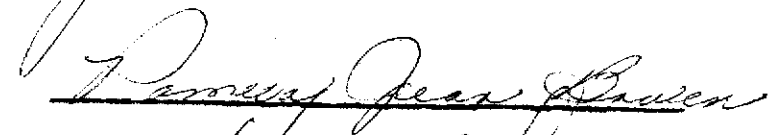
ARTICLE VII

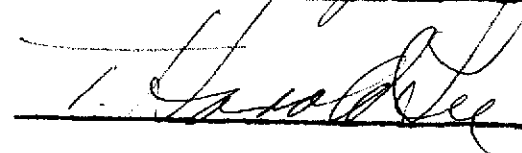
The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the name of the said persons, as follows, to-wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
John D. Bowen	1222 Mojave Idaho Falls, Idaho	One (1) Share
Pamela Jean Bowen	1222 Mojave Idaho Falls, Idaho	One (1) Share
T. Harold Lee	Rigby, Idaho	One (1) Share

IN WITNESS WHEREOF, We have hereunto set our hands and seals on triplicate originals this 2nd day of February, 1965.








STATE OF IDAHO)
 ss
County of Jefferson)

On this 2 day of February, 1964, before me,
a Notary Public in and for said State, personally appeared,
John D. Bowen, Pamela Jean Bowen and T. Harold Lee, known to me
to be the persons whose names are subscribed to the foregoing
instrument, and acknowledged 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 first above written.


Notary Public in and for the State
of Idaho, Residing at Rigby, Idaho
My Commission Expires: 6-1-68