



Department of State

**CERTIFICATE OF INCORPORATION
OF**

MEADOWLARK ARENA, 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 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: August 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF

MEADOWLARK ARENA, INC.

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The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is MEADOWLARK ARENA, INC.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

SHARES

The total authorized stock of the Corporation is 10,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

NON-CUMULATIVE VOTING

The shareholders shall not have the right of cumulative voting as provided by Idaho Code §30-1-33(d).

ARTICLE VI

PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have no preemptive right, by virtue of Idaho Code §30-1-26, to buy, purchase or acquire stock issued or to be issued by the Corporation.

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office is 1810 West Miles Avenue, Hayden, Idaho 83835. The initial registered agent at that address is Cynthia M. Oswald.

ARTICLE VIII

DIRECTORS

The initial board of directors shall consist of two directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
ROBERT E. OSWALD	P. O. Box 817 Hayden, Idaho 83835
CYNTHIA M. OSWALD	P. O. Box 817 Hayden, Idaho 83835

ARTICLE IX

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The

Bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

ARTICLE XI

INCORPORATORS

The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
ROBERT E. OSWALD	P. O. Box 817 Hayden, Idaho 83835
CYNTHIA M. OSWALD	P. O. Box 817 Hayden, Idaho 83835

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 29TH day of July, 1991.

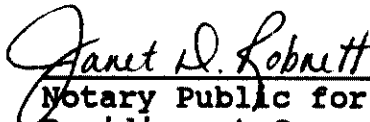

ROBERT E. OSWALD


CYNTHIA M. OSWALD

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 21st day of July, 1991, before me Janet D. Robnett,
the undersigned Notary Public, personally appeared ROBERT E.
OSWALD, known or identified to me to be the person whose name is
subscribed to the within instrument, and acknowledged to me that he
executed the same.

(SEAL)




Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 4/26/97

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 21st day of July, 1991, before me Janet D. Robnett,
the undersigned Notary Public, personally appeared CYNTHIA M.
OSWALD, known or identified to me to be the person whose name is
subscribed to the within instrument, and acknowledged to me that
she executed the same.

(SEAL)



Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 4/26/97

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ARTICLES OF INCORPORATION - 4