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# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WOMYN'S COMMUNITY PRODUCTIONS, 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: February 11, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sherry Palmer*

ARTICLES OF INCORPORATION **FEB 11 1 47 PM '94**  
OF  
WOMYN'S COMMUNITY PRODUCTIONS, INC. **SECRETARY OF STATE**

That we, the undersigned citizens of the United States, do hereby make, sign, acknowledge, file and adopt for that purpose the following articles of incorporation and do hereby declare:

**ARTICLE I**

The name of this corporation is and shall be Womyn's Community Productions, Inc.

**ARTICLE II**

The corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of Directors may from time to time determine.

**ARTICLE III**

The term of existence of this corporation is and shall be perpetual.

**ARTICLE IV**

The aggregate number of shares which the corporation has the authority to issue is five hundred thousand (500,000) shares of common stock, all of one class, at a par value of \$1.00 each.

**ARTICLE V**

(a) The number of directors of the corporation shall be specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than three nor more than fifteen. The initial board of directors shall number three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

(b) A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

(c) The initial bylaws 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 shareholders, shall be vested in the board of directors. Such power may be exercised by a two-thirds majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

IDAHO SECRETARY OF STATE  
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(d) The articles of incorporation of this corporation may be amended by a two-thirds majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all the shares entitled to vote at such meeting.

#### **ARTICLE VI**

The principal office of this corporation in the state of Idaho shall be located at 915 N. 18th Street, Boise, Idaho 83702, and the name of the registered agent shall be Joan M. Dodd.

#### **ARTICLE VII**

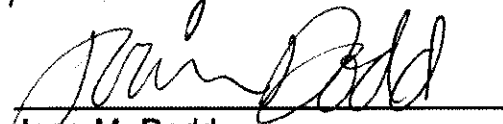
The names and post office addresses of the initial directors of the corporation and incorporators are as follows:

Joan M. Dodd  
915 N. 18th Street  
Boise, ID 83702

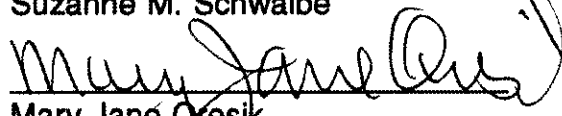
Suzanne M. Schwalbe  
204 W. Washington Street  
Nampa, ID 83686

Mary Jane Oresik  
311 Brookdale  
Boise, ID 83712

In witness whereof, we have hereunto signed these documents, which are executed in triplicate this 8 day of February, 1994.

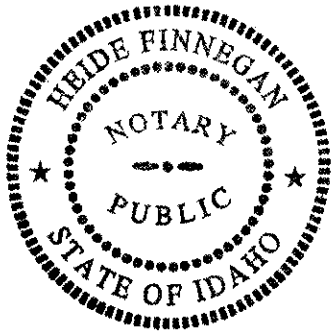
  
Joan M. Dodd

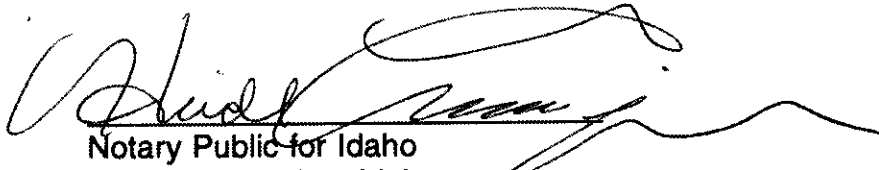
  
Suzanne M. Schwalbe

  
Mary Jane Oresik

STATE OF IDAHO  
COUNTY OF ADA

On this 8 day of February, 1994, before me, the undersigned notary public in and for said state, personally appeared Juan M. Dodd and Suzanne M. S and known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.



  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 12-30-98