



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NIGHT OWL PROMOTIONS, 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: April 23, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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SEC. OF STATE
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**ARTICLES OF INCORPORATION
OF
NIGHT OWL PROMOTIONS, INC.**

That we, the undersigned, full age citizens of the United States and the State of Idaho, have this day hereby adopted the following Articles of Incorporation for the purpose of forming a business corporation under the laws of the State of Idaho, and in particular in conformity with Chapter 1 of Title 30 of the Idaho Code.

ARTICLE I.

The name of this corporation shall be NIGHT OWL PROMOTIONS, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes for which this corporation is organized are:

- * To engage in printing and production of printed textiles, decals, magnetic signs, posters and other materials;

- * To engage in wholesale and retail sales of advertising promotional and novelty materials and products;
- * To engage in development and design of advertising, promotional, and novelty concepts, materials and products; and
- * to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, and in particular under Chapter 1 of Title 30 of the Idaho Code.

In addition, the Corporation shall have any and all powers granted to corporations under the laws of the State of Idaho as now stated or as may be expanded in the future.

ARTICLE IV.

The aggregate number of shares that may be issued by the Corporation is ONE HUNDRED THOUSAND (100,000). All such shares shall consist of and be in one and the same class. The shares shall have no par value.

ARTICLE V.

The Board of Directors is authorized to issue shares subject to such restrictions on transfer as it deems necessary to maintain the closely-held nature of the corporation.

ARTICLE VI.

The address of the Corporation's initial registered office shall be 301 E. Lenora, McCall, Idaho 83638. The name of the Corporation's initial registered agent at this address shall be Lisa Mohler.

ARTICLE VII.

The Corporation shall be managed by a Board of Directors. The Board of Directors shall, at all times, consist of between one (1) and three (3) directors. The initial Board of Directors shall consist of one (2) directors.

The names of the persons who shall serve as the Directors until the first annual meeting of shareholders, or until their successors are elected and qualified is as follows:

ANGELA A. COLTON
206 Thula St., McCall, Idaho 83638

LISA MOHLER
Rt. 1, Box 44-C/Hwy 55, McCall, Idaho 83638

ARTICLE VIII.

The corporation shall indemnify any and all of its directors or officers against expenses actually and necessarily incurred by any of them in connection with the defenses of any action, suit, or proceeding to which any of them are made a party by reason of being or having been directors or officers of this corporation, except in relation to matters as to which any of them are

adjudged in any such action, suit or proceedings to be liable for any act of gross negligence or willful misconduct in performance of duty. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settlement appears to be in the best interest of the corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any ByLaw, agreement, vote of shareholders or otherwise.

ARTICLE IX.

These Articles may be amended from time to time, in any manner permitted or authorized by law, by a favorable vote of the holders of a majority of the shares issued. The procedure for adopting amendments shall be such as complies with the provisions of the Idaho Code and specifically with the provisions of Idaho Code, Section 30-1-59 or any successor statute.

ARTICLE X.

Voting may be by proxy, where such proxy is written, dated and duly executed; PROVIDED HOWEVER, that no such proxy shall be valid beyond six (6) months after its execution.

ARTICLE XI.

The initial by-laws of the corporation shall be adopted by the initial Board of Directors. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the share holders, is vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII.

The Incorporators of the Corporation are:

ANGELA A. COLTON

206 Thula St., McCall, Idaho 83638

LISA MOHLER

Rt. 1, Box 44-C/Hwy 55, McCall, Idaho 83638

IN WITNESS WHEREOF, WE, ANGELA A. COLTON and LISA MOHLER, being the Incorporators named above, have set our hands as of this 31 day of March, 1990.


ANGELA A. COLTON


LISA MOHLER