

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**STMCA, INC.**

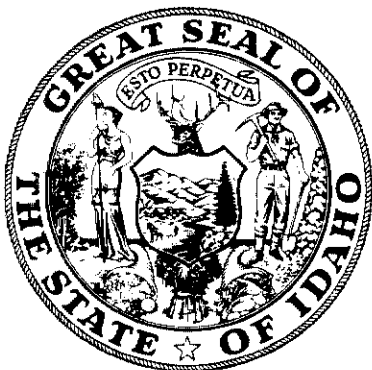
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**STMCA, INC.**

duly signed pursuant to the provisions of the Idaho Nonprofit 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 December 9, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SIMCA, INC.

I, the undersigned, a natural person of the age of twenty-one years or more, acting as an incorporator under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is SIMCA, Inc.

ARTICLE II - NON PROFIT STATUS

This Corporation is a non-profit corporation organized under the laws of the state of Idaho.

ARTICLE III - DURATION

The duration of this Corporation is perpetual.

ARTICLE IV - PURPOSE

The nature of the business or purposes to be conducted or promoted are the formation of a non-profit advertising co-op and any other lawful act or activity for which non-profit corporations may be organized under the laws of Idaho.

ARTICLE V - SHARES

The aggregate number of shares which this Corporation shall have the authority to issue is One Hundred Shares at no par value. All stock of the Corporation shall be of the same class,

common, and shall have the same rights, voting power and preferences and be subject to the same restrictions. The Board of Directors or the Shareholders may adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

#### ARTICLE VI - PREEMPTIVE RIGHTS

The Shareholders shall have preemptive rights to acquire additional shares of the Corporation.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation's initial registered office is 175 East 350 North, Rexburg, ID 83440. The name of the initial registered agent at such address is Don Cichos.

#### ARTICLE VIII - ORIGINAL DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be five (5). Their names and addresses are as follows:

Stanley J. Greenfield  
1011 South Fifth  
Pocatello, ID 83201

Don Cichos  
175 East 350 North  
Rexburg, ID 83440

Brian Beaulaurier  
831 Yellowstone  
Pocatello, ID 83201

Jerry Hicks  
360 Monroe  
Blackfoot, ID 83221

Randy Runnings  
1839 North Yellowstone  
Idaho Falls, ID 83403

#### ARTICLE IX - ORIGINAL SHAREHOLDERS AND INCORPORATORS

The original shareholder and incorporator has subscribed to one (1) share of common stock. His name and address is:

Stanley J. Greenfield  
1011 South Fifth  
Pocatello, ID 83201

ARTICLE X - ORIGINAL OFFICERS

The name and residence addresses of the original officers are:

President:	Don Cichos 175 East 350 North Rexburg, ID 83440
Vice-President:	Randy Runnings 1839 North Yellowstone Idaho Falls, ID 83403
Secretary-Treasurer:	Vicki Runnings 1839 North Yellowstone Idaho Falls, ID 83403

ARTICLE XI - COMMON DIRECTORS TRANSACTIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other person, partnership, corporation, firm, association or entity in which one or more of this Corporations's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because of his or their votes are counted for such purpose and each such directors of this Corporation is hereby released from liability which might otherwise exists from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or

ratifies the contract; or (b) the transaction is approved by sufficient vote or consent without counting the votes or consents of such interested Director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (d) the contract or transaction is fair and reasonable to the Corporation. If the fact of such relationship or interest is known then the common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

IN WITNESS WHEREOF, I hereunto sign and verify in triplicate these Articles of Incorporation this 8 day of December, 1986.


  
STANLEY J. GREENFIELD

STATE OF IDAHO            )  
                              : ss.  
County of Bannock        )

On this 8 day of December, 1986, before me the undersigned, a Notary Public in and for said county and state, personally appeared STANLEY J. GREENFIELD, known to me to be the person who executed the foregoing instrument and acknowledged to me that he subscribed his name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

(Seal)

  
NOTARY PUBLIC FOR IDAHO  
My Commission Expires:  
Residing at:

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ratifies the contract; or (b) the transaction is approved by sufficient vote or consent without counting the votes or consents of such interested Director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (d) the contract or transaction is fair and reasonable to the Corporation. If the fact of such relationship or interest is known then the common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

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STANLEY J. GREENFIELD

STATE OF IDAHO            )  
                                  : ss.  
County of Bannock        )

On this 8 day of December, 1986, before me the undersigned, a Notary Public in and for said county and state, personally appeared STANLEY J. GREENFIELD, known to me to be the person who executed the foregoing instrument and acknowledged to me that he subscribed his name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

(Seal)

  
NOTARY PUBLIC FOR IDAHO  
My Commission Expires: May 11, 1992  
Residing at: Locustville St.