

**CERTIFICATE OF INCORPORATION
OF**

HOLBROOK GALLERY, 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: November 9, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Mauch*

ARTICLES OF INCORPORATION

OF
HOLBROOK GALLERY, INC.

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KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be:

Holbrook Gallery, Inc.

II.

The existence of this corporation shall be perpetual.

III.

The purposes and objects for which the corporation is formed are:

1. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act in this state.

2. To invest in, display, and sale works of art and art supplies and merchandise, personal property of all manner and description, and to conduct the business of an art gallery.

3. To purchase or in anywise acquire for investment or for sale, or otherwise, lands, contracts for the purchase or sale of lands, building improvements, and any other real property of any kind or tenure, or any

interest therein, and any property, works or undertakings connected with the use or development of property of the company, within the state of Idaho, and within any other state or territory of the United States, or any foreign country, and as the consideration for the same to pay cash, or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

4. To generally engage in, do and perform any enterprise, act or vocation that a natural person might, or would, do or perform. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types of description, for the account of the corporation, or as a factor agent, procurer, or otherwise for or on behalf of another.

5. To borrow or raise money without limit as to amount; to sell, grant security interests in, pledge and otherwise dispose of and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of the corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, or this corporation, wherever situated and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

6. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either along or in connection with other corporations, firms, individuals, all and everything necessary, suitable,

convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties, and in general do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

IV.

The location and post office address of the registered office of the corporation is:

301 "D" Street, Suite 102
Lewiston, Idaho 83501

The name of the initial registered agent at such address is:

Sandra K. Colley

~~213 Ash Street~~ 301 "D" Street, Suite 102
~~Lewiston, Idaho 83501~~ Lewiston, Idaho 83501

The total authorized capital stock of this corporation shall be ONE HUNDRED (100) shares with par value of \$1.00. There shall be no other class of stock issued by this corporation.

VI.

It is the desire and intention of the corporation and of the parties hereto, that the corporation should make a Sub-Chapter S election under Chapter 1 of Subtitle A of the United States Internal Revenue Code, and should terminate and revoke any such election once made only in accordance with the determination of the holders of a majority of all the outstanding stock of the corporation.

VII.

The name and post office address of the incorporators, and the number of shares subscribed for or by them, are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Sandra K. Colley	215 Ash Ave Lapwai, Idaho	1
John W. Patterson	407 A - Linden Ave. Lewiston, Idaho	1
Linda L. Scott	1926 6th Street Lewiston, Idaho	1
Linda R. Wallace	2371 Mountain View Rd. Moscow, Idaho	1
Brian L. Sprague	1115 12th Street Lewiston, Idaho	1

VIII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

IX.

DIRECTORS

The Board of Directors shall consist of five directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws.

The following persons are the named directors of the corporation and are to serve until their successors are elected and qualified:

Sandra K. Colley
John W. Patterson
Linda L. Scott
Linda R. Wallace
Brian L. Sprague

X.

MEETINGS

The Board of Directors of this corporation may meet and transact business of the corporation either at the principal place of business designated herein, or at such other place by a resolution of the Board of Directors. All or any meetings of the shareholders may also be held within or without the State of Idaho.

XI.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

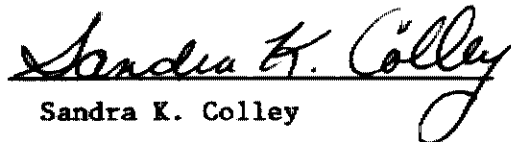
1) Subject to the By-Laws, if any, adopted by the shareholders to make, alter or repeal the By-Laws of the corporation;

2) To encumber the corporate assets, personal or real, and to guarantee the indebtedness of others, without limitation;

3) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserves; and

4) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including power to execute and seal documents. Such committee shall be named or designed as the Board may direct. All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, the said incorporators have set their hands and seals this 26th day of October 1987.


Sandra K. Colley


John W. Patterson


Linda L. Scott


Linda R. Wallace


Brian L. Sprague

State of Idaho)
)ss.
County of Latah)

On this 24th day of October, 1987, before me the undersigned Notary Public, in and for said County and State, personally appeared Sandra K. Colley, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he/she executed the same.

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

C. Elaine Russell
Notary Public for Idaho
residing at Moscow
My commission expires 2/24/93.

(seal)

State of Idaho)
)ss.
County of Nez Perce)

On this 26th day of Oct., 1987, before me the undersigned Notary Public, in and for said County and State, personally appeared John W. Patterson, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he/she executed the same.

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

William E. Hobday
Notary Public for State of Idaho
residing at Lewiston, Idaho
My commission expires 5-2-99.

(seal)

State of Idaho)
)ss.
County of Nez Perce)

On this 26th day of Oct., 1987, before me the undersigned Notary Public, in and for said County and State, personally appeared Linda L. Scott, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he/she executed the same.

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

Valerie E. Holding
Notary Public for State of Idaho
residing at Leamington Idaho
My commission expires 5-2-99.

(seal)

State of Idaho)
)ss.
County of Latah)

On this 24th day of October, 1987, before me the undersigned Notary Public, in and for said County and State, personally appeared Linda R. Wallace, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he/she executed the same.

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

C. Elaine Russell
Notary Public for Idaho
residing at Moscow
My commission expires 2/24/93.

(seal)

State of Idaho)
)ss.
County of Latah)

On this 23rd day of October, 1987, before me the undersigned Notary Public, in and for said County and State, personally appeared Brian L. Sprague, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he/she executed the same.

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

C. Elaine Russell
Notary Public for Idaho
residing at Moscow
My commission expires 2/24/93.

(seal)