

**ARTICLES OF INCORPORATION  
OF ARTISTIC EXPRESSIONS, INC.**

**FILED**

JUL 30 3 51 PM '98

The undersigned natural persons over the age of eighteen (18) years, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

The name of the corporation is: ARTISTIC EXPRESSIONS, INC., and its duration shall be perpetual.

**ARTICLE II.**

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE III.**

It shall have authority to issue one hundred (100) shares, no par value, all of one class.

**ARTICLE IV.**

The address of its initial registered office is:

**IDAH0 SECRETARY OF STATE**

**07/31/1998 09:00  
CK: 3652 CT: 20165 DN: 132665**

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**C 125049**

12110 Chinden Blvd., Idaho 83714

The name of its initial registered agent at such address is: Herb Will.

#### **ARTICLE V.**

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

#### **ARTICLE VI.**

The number of directors constituting its initial Board of Directors is two (2), whose names and address are:

Peter M. Booras  
P.O. Box 1292  
Red Lodge, MT 59068

Shannon Will-Booras  
12110 Chinden Blvd.  
Boise, Idaho 83714

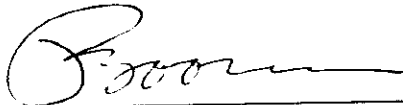
## ARTICLE VII.

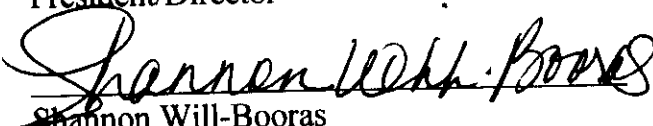
The names and addresses of each incorporator are:

Peter M. Booras  
P.O. Box 1292  
Red Lodge, MT 59068

Shannon Will-Booras  
12110 Chinden Blvd.  
Boise, Idaho 83714

IN WITNESS WHEREOF, I have hereunto set my hand this 29<sup>th</sup> day of July, 1998.


  
Peter M. Booras  
President/Director

  
Shannon Will-Booras  
Secretary/Treasurer

STATE OF MONTANA )  
 ) ss.  
County of Carbon )

On this 29<sup>th</sup> day of July, 1998, before me, the undersigned, Notary Public in and for said State, personally appeared PETER M. BOORAS, 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.

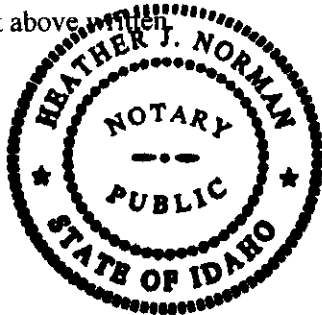
IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
Notary Public for: Montana  
Residing at: Red Lodge, MT.  
Commission Expires: 12-1-98

STATE OF Idaho )  
 ) ss.  
County of Ada )

On this 28th day of July, 1998, before me, the undersigned, Notary Public in and for said State, personally appeared SHANNON WILL-BOORAS, 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.

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



Heather J. Norman  
Notary Public for: Idaho  
Residing at: Boise  
Commission Expires: 10/9/2002