



CERTIFICATE OF INCORPORATION  
OF

1-HOUR WESTERN PHOTO, 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: *September 5, 1986*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

1-HOUR WESTERN PHOTO, INC.

36 SEP 21 1962  
Know all men by These Presents, that we the undersigned, Terry R. Rudd, Gary E. Meisner, Lynn A. Reddekopp, William D. Kazda, and Ronald D. Johnston, citizens of the United States of America, of legal age, and being desirous of forming a corporation for the purposes hereinafter specified and in conformity with the laws of the State of Idaho, do hereby make and subscribe the following Articles of Incorporation in triplicate.

ARTICLE I

The name of the corporation shall be and is 1-Hour Western Photo, Inc.

ARTICAL II

The time of existence of this corporation shall be perpetual.

ARTICLE III

The location and Post Office address of the registered office of this corporation in the State of Idaho is 1106 Idaho Street, Lewiston, Idaho, 83501. William D. Kazda will be the resident agent at the same address.

ARTICLE IV

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

1. To conduct business as photo processors and/or any type of business or businesses deemed desirable, subject only to such limitations that are in the Idaho Code. To build, purchase, take, lease, or otherwise acquire, to own, hold, use, maintain, and improve; to sell, convey, mortgage, lease, and otherwise dispose of real property, buildings, structures, and improvements and any interest therein and any articles, materials, and property of any kind used therefore or in connection therewith.
2. To purchase or otherwise to acquire so far as is permitted by law, the whole or any part of the undertaking of business of any person, firm, or corporation, and the property and liabilities, including the good will, assets, and stock in trade thereof, and to pay for the same, either in cash or in shares of stock of the corporation or partially in cash and partially in shares.
3. To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, maintain, organize, develop, explore, exploit, improve, operate, control, to sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds in properties and any interest, estate, and rights in real property and any personal or mixed property, any franchises, rights, business, and privilege necessary wheresoever situated or being, which are convenient and appropriate for any of the purposes herein expressed.

4. To acquire by purchase, subscription, gift, or otherwise and to use, sell, assign, transfer, mortgage, pledge, or hypothecate any stocks, bonds, debentures, or other evidences of indebtedness and obligation of any corporation, government, municipal or private, and of any person, partnership or other association, domestic or foreign, and to issue in exchange therefore its own stock, bonds, or other obligations, and while the holder of such, to exercise all rights, privileges, and powers of ownership, including management with respect thereto and to aid by loan, guarantee, or subsidy or otherwise, those issuing such stocks or bonds or other evidences of obligation and to merge or consolidate with any other corporation in such manner as may be provided by law.

5. To borrow money and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds whether secured by mortgages, pledge, or otherwise, without limit as to amount except as may be provided by statute and to secure the same by mortgage, pledge, or otherwise and generally to make and form agreements and contracts of every kind and description.

6. To produce or otherwise acquire, hold, sell, pledge, transfer, or otherwise dispose of shares of its own capital stock provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, and provided, further, that shares of its own capital stock belonging to the corporation shall not be noted upon directly or indirectly.

7. To conduct and carry on its business or any part thereof and to have one or more offices and to exercise all or any of its corporate powers or rights in the State of Idaho, and the various states, territories, commonwealth dependencies of the United States and District of Columbia and in all or any foreign country or countries.

8. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the strengthening of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals and to do every act or acts, thing or things, incidental or pertinent to, or growing out of, or connected with the aforesaid business or power, or any part or parts thereof provided the same be not inconsistent with the laws under which this corporation is organized.

9. To carry on any other business or trade or to do anything in connection with the objects and purposes above mentioned that may be necessary or convenient to accomplish and promote said objects and purposes hereinabove set forth.

The foregoing clauses, by reason of the specific enumerations of power, shall not be held to restrict the power of the things within the purview of its general purposes.

#### ARTICLE V

The authorized capital stock shall be \$25,000 represented by 2,500,000 shares of common stock having a par value of \$.01 per share.

#### ARTICLE VI

The management of this corporation shall be vested in a Board of Directors of not less than three. The number, qualifications, term of office, manner of election, and time and place of meetings, hours and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

#### ARTICLE VII

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of the corporation, subject to the power of the shareholders to change or repeal such By-Laws. The shareholders of this corporation shall also have authority to make By-Laws of the corporation by a majority of quorum present at any annual meeting thereof, or at any special meeting duly called for such purpose.

#### ARTICLE VIII


The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders hereof are granted subject to this provision.

#### ARTICLE IX

The names and post office addresses of the first Directors who shall manage the affairs of this corporation for a period of one year or until the election and qualification of their successors are as follows:

Terry R. Rudd, 1106 Idaho Street, Lewiston, ID	1 Share
Gary E. Meisner, 3887 Lakeview Dr., Lewiston, ID	1 Share
Lynn A. Reddekopp, 3513 8th Street, Lewiston, ID	1 Share
William D. Kazda, 3428 9th St. E., Lewiston, ID	1 Share
Ronald D. Johnston, 335 W. Shiloh Dr. Lewiston, ID	1 Share

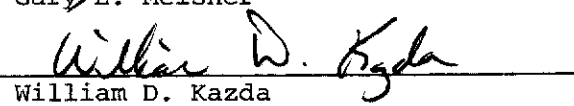
In witness thereof, the incorporators have hereunto set their hands this 29<sup>th</sup> day of August, 1986.

  
Terry R. Rudd

  
Lynn A. Reddekopp

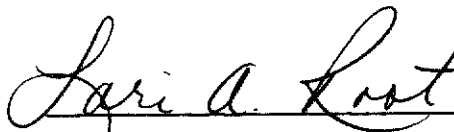
  
Ronald D. Johnston

  
Gary E. Meisner

  
William D. Kazda

STATE OF IDAHO            )  
                                  SS  
County of Nez Perce )

On this 29 day of August, 1986, before me personally appeared Terry R. Rudd, Gary E. Meisner, Lynn A. Reddekopp, William D. Kazda, and Ronald D. Johnston known to me to be the individuals described in and who executed the foregoing instrument and who each acknowledged to me that he signed the said instrument of his own free and voluntary act and deed for the uses and purposes therein mentioned.

A handwritten signature in cursive script, reading "Lari A. Looft", written over a horizontal line.

Notary Public in and for the State of  
Idaho, residing in Lewiston