

FILED, EFFECTIVE

**ARTICLES OF INCORPORATION
OF**

2002 JUN 12 PM 1:55

WESTERN ART PRINT, INC.

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

WESTERN ART PRINT, INC.

**ARTICLE II
EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including without limitation:

1. Marketing, buying, and selling various forms of art works and art supplies; and
2. Creating works of art.

**ARTICLE IV
CAPITALIZATION**

The capital stock of this corporation shall consist of 100,000 shares of common stock, having no par value per share. Each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all

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matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

The capital stock shall be transferred in accordance with such rules and regulations as may be established by the bylaws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

ARTICLE V REGISTERED OFFICE

The initial registered office of this corporation shall be located at 1219 Idaho Street, Lewiston, Idaho 83501. The initial registered agent of this corporation at such address shall be Christopher J. Moore.

ARTICLE VI INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The below named individual is the incorporator and shall constitute the initial board of directors who shall serve as director until the first annual meeting of shareholders or until his successors are duly elected and qualified.

Michael Mock
P. O. Box 2173
Lewiston, Idaho 83501

ARTICLE VII LIMITED LIABILITY

The directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the directors duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For those acts more particularly set forth in Idaho Code § 30-1-48; and
4. For any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

Signed this 8th day of June, 2002.

Michael G. Mock 6/8/2002
MICHAEL G. MOCK

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 8th day of June, 2002, before me, the undersigned, a notary public in and for said state, personally appeared MICHAEL G. MOCK known 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 WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

Julie Spore
Notary Public in and for said state,
residing at or employed in Lewiston
My Commision Expires: 4-16-05
(SEAL)

