

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

PIONEER BOOK STORE, INCORPORATED

was filed in the office of the Secretary of State on **August 9th** 1978
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Idaho Falls, Idaho** in the county of **Bonneville**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this **9th** day of **August** A.D., 19 **78**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

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ARTICLES OF INCORPORATION

STATE OF
of
PIONEER BOOK STORE, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being of legal age, citizens and residents of the United States, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I.

The name of the corporation shall be pioneer Book Store, Incorporated.

ARTICLE II.

This corporation shall have perpetual existence, unless the same is sooner dissolved or disincorporated pursuant to law.

ARTICLE III.

Said corporation is organized at, and the place of its principal office and business, and the address of its registered agent, Walter J. Coyne, shall be 360 A Street, Idaho Falls, Bonneville County, Idaho. Branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at other places, whether within or without the State of Idaho, or the United States of America.

ARTICLE IV

The amount of the capital stock of this corporation

shall be \$100,000.00 divided into 10,000 shares of the par value of \$10.00 each.

ARTICLE V.

The names and post office addresses of the incorporators, each of whom have subscribed to one (1) share of stock, all of whom are of lawful age and together shall constitute the first board of directors, are as follows:

Walter J. Coyne, 360 A Street,
Idaho Falls, Idaho 83401

J. Edwin Strobel, 360 A Street,
Idaho Falls, Idaho 83401

J. Richard Sharp
P.O. Box 158
Idaho Falls, Idaho 83401

ARTICLE VI.

The purposes and objects for which this corporation is formed shall be:

(1) To conduct and carry on in all of its branches the business of buying, selling and dealing in and with books of any and all kinds, whether new or old, and manuscripts, prints, engravings, pamphlets, writings, publications, stationery and office supplies and similar goods or merchandise; to conduct the business of an agency and all of its branches for any and all of said goods or merchandise; to acquire and to carry on a selling agency or agencies for the sale of any and all merchandise pertaining or relating to books, manuscripts, prints, engravings, pamphlets, writings and similar goods or merchandise; to deal in and with goods, wares and merchandise and personal property of every and any source, nature or description.

(2) To purchase, hold, own and sell real property, improved and unimproved, or any interest therein or easement thereon; to loan money upon real property or otherwise, and to accept secured and unsecured notes and collateral for the same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; and to invest in and hold for investment any and all real property, shares of stock; bonds, either government, private or

corporate; to exchange and enter into agreements of exchange for one parcel of real property for another parcel of real property.

(3) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character, whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

(4) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold, or otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities, or other obligations, including the right to vote thereon.

ARTICLE VII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock, and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions as the Board of Directors may determine, including the power and authority to issue said stock, for consideration other than cash.

ARTICLE VIII.

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

ARTICLE IX.

The power to repeal and amend by By-laws and adopt new By-Laws is hereby conferred upon the Board of Directors, as

well as upon the shareholders, to be exercised by such vote of such Directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-laws.

ARTICLE X.

All, or any, meetings of the stockholders or of the Board of Directors may be held within or without the State of Idaho.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of July, 1978.


Walter J. Coyne

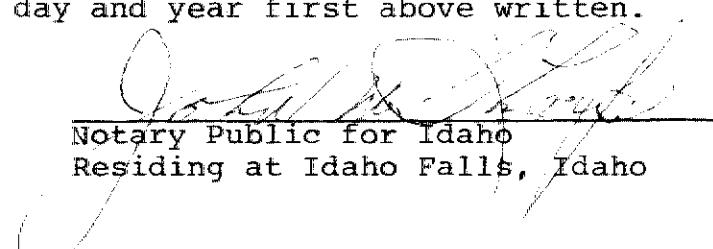
J. Edwin Strobel

J. Richard Sharp

STATE OF IDAHO)
:ss.
County of Bonneville)

On this 26th day of July, 1978, before me, the undersigned, a Notary Public for Idaho, personally appeared WALTER J. COYNE, J. EDWIN STROBEL and J. RICHARD SHARP, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Idaho Falls, Idaho