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CONFIDENTIAL

# ARTICLES OF INCORPORATION

OF

JUST SAY THANKS, INC.

An Idaho Corporation

We, the undersigned, desiring to associate ourselves together to form a corporation under the laws of the State of Idaho, have agreed and hereby certify as follows:

## ARTICLE I

### Corporate Name

The name of the corporation is Just Say Thanks, Inc. (hereinafter the "corporation").

## ARTICLE II

### Duration

The corporation's duration is perpetual.

## ARTICLE III

### Purposes

The corporation's business, and the objects and purposes thereof, are as follows, without limitation:

1. To provide advertising, marketing, promotion and consulting services to retail businesses, as well as the supplies, products and technical advice relating to those services;
2. To buy, lease, sell, manufacture, obtain, market, fabricate and deal in any and all products and services of any type or nature whatsoever for any industry or segment of business, and to sell those products and services for the purpose of producing a profit;
3. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, securities of any type, or other evidences of indebtedness created by any other corporation or any governmental entity; and while the owner of such securities, to exercise all rights, powers and privileges of ownership associated with those securities;
4. To borrow money and contract debts as necessary to transact its business, or for the exercise of corporate rights, privileges or franchises, and for any other lawful purpose of its incorporation; to issue bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at specific times and places or upon the happening of specified events, whether

ARTICLES OF INCORPORATION OF  
JUST SAY THANKS, INC.,  
AN IDAHO CORPORATION - 1

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5. To purchase, hold, sell and transfers shares of its own capital stock; provided, that the corporation shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, except as allowed by the statutes of the State of Idaho; and provided further, that shares of the corporation's stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote;
6. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Idaho, and in any of the several States of the United States, as well as in its territories, possessions and dependencies; in the District of Columbia; and in any foreign country, commonwealth, or nation;
7. To do everything necessary and proper to accomplish those objects enumerated in these Articles of Incorporation, in the Certificate of Incorporation, in any amendment or re-statement of these Articles of Incorporation; everything necessary and proper to otherwise protect and benefit the corporation; and, in general, everything necessary or incidental to attaining the objects and purposes of the corporation, whether or not those additional activities are similar in nature to those objects and purposes set forth in these Articles of Incorporation, in the Certificate of Incorporation, in any amendment or re-statement of these Articles of Incorporation; and
8. To do and perform such acts and things, and to transact such business as may be consistent with the laws of the State of Idaho; or the laws of any forum in which the corporation is doing business, as the corporation may deem necessary for its advantage and prosperity. This corporation shall have all corporate powers, duties, and responsibilities as enumerated in the Idaho Business Corporation Act, as the same may be amended, repealed, or re-enacted from time to time.

#### ARTICLE IV

##### Stock

The corporation's authorized capital stock is Fifty Thousand (50,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. The Board of Directors may by resolution direct that capital from the sale of stock shall be paid into the corporation either by cash, or by the sale or transfer to it of real or personal property, or for any other valuable right, thing or chose in action, for the use, benefit and purpose of the corporation; in consideration for which the corporation will issue shares of its capital stock. The stock so issued shall be fully paid and non-assessable forever, and in the absence of actual fraud in the transactions, the judgment of the corporation, through its Board of Directors, as to the value of the property and things received in consideration for the issuance of stock shall be conclusive. The corporation by vote of its shareholders may increase, decrease, or re-classify its stock, or may recall or redeem the same. In addition to funds received for its capital stock, the corporation may accept additional cash or property as paid-in surplus, for capital contributions exceeding the par value of the stock.

## ARTICLE V

### Commencing Business Operations

The corporation will commence business operations once the value of One Thousand Dollars (\$1,000.00) has been received for issuance of its shares.

## ARTICLE VI

### Internal Affairs

1. Directors. The corporation shall be managed by a board of directors, initially consisting of three (3) directors. The following named persons shall constitute the initial board of directors, and shall serve for an initial term of one (1) year and thereafter until their successors have been elected and qualified: Jeff Cook, Tina S. Cook, and Corbet Miskin.

Each director shall serve for one (1) year, and thereafter until a successor is qualified and elected. Directors shall be elected at the annual meeting of the corporation's shareholders, by a majority vote of the stockholders present and voting at the annual meeting. Each stockholder shall be entitled to one vote per share of capital stock owned by that stockholder. Representation by proxy, duly appointed in writing, shall be allowed at all stockholders' meetings, whether regular or special.

A director may be removed during his term of office by a majority vote of the stockholders at any regular meeting or at a special meeting called for that purpose.

Any two members of the Board of Directors shall be necessary to form a quorum. A quorum may transact business and exercise corporate powers at any time.

2. Officers. The corporation shall have two (2) officers, consisting of a President/Secretary, and a Vice-President/Treasurer. The President/Secretary and Vice-President/Treasurer must either be shareholders in the corporation or a director of the corporation. Corporate officers shall be appointed by, and shall hold their offices at the pleasure of, the Board of Directors.

The following persons shall hold the designated offices until the first meeting of the Board of Directors:

President/Secretary: Jeff Cook, 3767 Professional Way, Idaho Falls, ID 83402  
Vice President-Treasurer: Tina S. Cook, 3767 Professional Way, Idaho Falls, ID 83402

Within five (5) days after the election of the Board of Directors, the directors shall thereafter hold a director's meeting and elect officers. An officer may be re-elected or re-appointed to his office in the discretion of the Board of Directors, and no officer shall be barred from serving solely because he served in the same position for a prior term of office.

## ARTICLE VII

## ARTICLE VII

### Pre-emptive Rights

The corporation shall not be required to recognize and preserve the pre-emptive rights of existing shareholders to participate in new stock issued by the corporation, except to the extent recognition of this right is required by law.

## ARTICLE VIII

### Meetings

1. Stockholders' Meetings. The annual meeting of the corporation's stockholders shall be held on or about the 1<sup>st</sup> day of August, beginning in the year 2004, at the corporation's principal place of business or at such other location as designated by the Board of Directors. Notice of the annual meeting need be given in advance of such meeting to shareholders of record only if the place of that meeting is other than the corporation's principal place of business.

At all elections requiring the vote of the stockholders of record, each stockholder is entitled to one (1) vote for each share of which the stockholder is the owner of record on the date designated by the Board of Directors for closing the stock ledger. The corporation will recognize written proxies duly executed and authorized.

Any special meeting of the stockholders may be called by the majority vote of a quorum of the Board of Directors, or upon proper petition by a majority vote of the shareholders, for the consideration of any matters pertaining to the corporation. Such special meeting may be held at any time after ten days' written notice has been given to each stockholder of record, unless the stockholder has first waived such notice. At such special meetings, stockholders in attendance may consider the business for which the meeting was called and notice was given.

All notices required by this section shall be deemed to have been given upon depositing the same in the United States Mail, postage pre-paid, addressed to the stockholder at his last known address.

2. Directors' Meetings. The Board of Directors shall hold one (1) annual meeting within five (5) days from and after the stockholders' annual meeting, for the purpose of appointing officers for the corporation, and for the consideration of any additional business concerning the corporation that may properly come before the Board of Directors. Notice of the annual meeting need be given in advance of the directors' annual meeting only if the place of that meeting is other than the corporation's principal place of business.

Any special meeting of the directors may be called by the majority vote of a quorum of the Board of Directors, for the consideration of any matters pertaining to the corporation. Such special meeting may be held at any time after ten days written notice has been given to each director, unless the director shall have first waived such notice. At such special meetings, directors in attendance may consider the business for which the meeting was called and for

The address of the corporation's initial registered office is 3767 Professional Way, Idaho Falls, ID 83402. The corporation's initial registered agent at that address is Jeff Cook.

## ARTICLE X

### Incorporators

The name and address of the incorporators, together with the amount of stock subscribed by them, is as follows:

Jeff Cook, 3767 Professional Way, Idaho Falls, ID 83402. 500 Shares of stock.

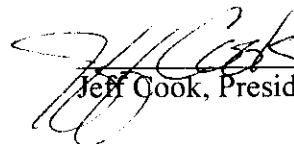
Tina S. Cook, 3767 Professional Way, Idaho Falls, ID 83402. 500 Shares of stock.

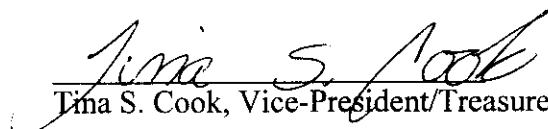
## ARTICLE XI

### Taxation of Corporation

The corporation shall be taxed as a "C Corporation," under Sub-chapter C of the United States Internal Revenue Code, 26 U.S.C. §§ 1001, *et seq.*

IN WITNESS WHEREOF, the following have set their hands this 9th day of July, 2004.

  
Jeff Cook, President/Secretary

  
Tina S. Cook, Vice-President/Treasurer

STATE OF IDAHO )

: SS.

County of Bonneville )

On this 9th day of July, 2004, personally appeared before me Jeff Cook and Tina S. Cook, being severally sworn on oath, each for himself or herself, and each deposed and said as follows:

That he or she is an incorporator, an initial officer, and/or director identified in these Articles of Incorporation of Just Say Thanks, Inc.; that each of them believes the shareholders identified in these Articles of Incorporation have paid or are able to pay the amount of capital stock subscribed to him or her; and that the corporation has received value of at least One Thousand Dollars (\$1,000.00) lawful money of the United States of America, paid to it from the identified shareholders.

Jeff Cook  
Jeff Cook, President/Secretary

Tina S. Cook  
Tina S. Cook, Vice-President/Treasurer

SUBSCRIBED AND SWORN TO before me, a Notary Public for the State of Idaho, this 9th day of July, 2004.

Kathryn Dabell  
Notary Public

Residing at: Adams Falls

My Commission Expires: 10-16-2007

