

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

McBRIDE-SMITH PHOTOGRAPHIC CORPORATION

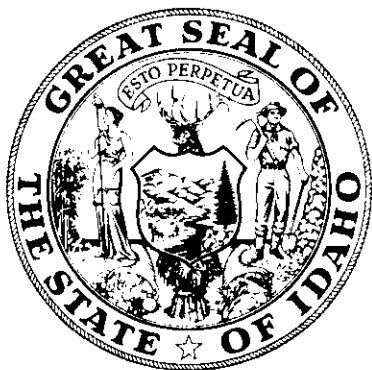
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

McBRIDE-SMITH PHOTOGRAPHIC 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: December 29, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Muriel E. Artisch*

ARTICLES OF INCORPORATION
OF
McBRIDE-SMITH PHOTOGRAPHIC CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age and citizens of the United States, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be McBride-Smith Photographic Corporation.

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of its registered office in this state shall be 49½ E. Main Street, Rexburg, Idaho. The registered Agent in Idaho is Ralph L. McBride.

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To engage in the business of buying and selling cameras, photo supplies, films, plates, photographs, picture cards, and all other materials, appliances, supplies, and other articles necessary or convenient in connection with the said business and incidental thereto.

2. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and nature within or without the State of Idaho, and in any part of

the world, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

3. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation.

4. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments.

5. To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

6. To borrow money from time to time and secure the payments thereof, together with interest thereon by mortgage, deed of trust, or other lien upon or by any conveyance or transfer any or all of its real and personal property, assets and estate, and upon its revenues, incomes and profits, or any of them.

7. To conduct and operate related and other businesses, exercising all or any of its powers as above specified or otherwise, in the State of Idaho, and/or any other state, territory, and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone, or in company with others, and at its option to have one or more offices and/or places of business as it desires within or without said state, in addition to its registered and principal place of business.

8. All the foregoing provisions of these Articles are to be considered and construed both as objects and powers, and it is hereby expressly provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation, provided, however, that nothing herein mentioned

shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of Idaho, now or hereafter existing, may not, at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation.

ARTICLE V.

The authorized capital stock of this corporation shall be \$100,000, divided into 100,000 shares of \$1.00 par value which shall not be assessable.

ARTICLE VI.

At the annual meeting of shareholders there shall be elected from the shareholders of this corporation, a Board of Directors consisting of such number of members, not less than two and not to exceed seven as shall be provided by the By-Laws. The Directors shall hold office for the term of one year or until their successors are elected and qualified.

ARTICLE VII.

The following are the names and post office addresses of the incorporators and initial directors:

<u>NAME</u>	<u>ADDRESS</u>
Ralph L. McBride	343 S. 3rd E. Rexburg, ID 83440
Joyce K. McBride	343 S. 3rd E. Rexburg, ID 83440

ARTICLE VIII

Subject always to By-Laws made by the shareholders, the Board of Directors may make by-laws, and from time to time, may alter, amend or repeal any by-laws; but any by-laws made by the Board of Directors may be altered or repealed by the shareholders at any annual meeting or any special meeting, provided notice of such proposed alteration or repeal by the

shareholders be included in the notice of such special meeting of shareholder.

IN WITNESS WHEREOF, we, the undersigned, being the original incorporators of McBride-Smith Photographic Corporation, have hereunto set our hands and caused these Articles to be executed in triplicate this 28th day of December, 1982.

Ralph L. McBride

Joyce K. McBride

STATE OF IDAHO,)
) (SS
County of Madison)

On this 28th day of December, 1982, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ralph L. McBride and Joyce K. McBride, husband and wife, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

Kay Munn
Notary Public, residing at
Rexburg, Idaho. My commission
Expires: Life

(Seal)