

**FILED**

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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
BRAND X, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation shall be: BRAND X, INC.

**ARTICLE II**

The Corporation is a perpetual entity.

**ARTICLE III**

The location of the registered office of the Corporation in the State of Idaho shall be 607 Lakeside Avenue, Coeur d'Alene, Idaho. The registered agent at the registered office of this corporation is Jeffrey H. Andrews.

**ARTICLE IV**

The Corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the Board of Directors may from time to time determine.

**ARTICLE V**

The aggregate number of shares of stock which this Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, all of one (1) class, at no par value per share.

**ARTICLE VI**

Provisions for the regulation of the internal affairs of the Corporation: pursuant to the Bylaws.

IDAHO SECRETARY OF STATE

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## ARTICLE VIII.

The number of directors of the Corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of directors of the Corporation shall not be fewer than the number required by law. The initial board of directors shall number one (1). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of shareholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

The initial Bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at an annual or special meeting of the board of directors called for that purpose.

The Articles of Incorporation of the Corporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the holders of not less than ten percent (10%) of all shares entitled to vote at such meeting.

## ARTICLE VIII

The name and mailing address of the initial directors of the Corporation, appointed by the incorporator to serve until his successor or successors are elected and shall qualify are:

NAME	ADDRESS
Jeffrey H. Andrews	607 Lakeside Avenue Coeur d'Alene, Idaho 83814.
Erik P. Smith	607 Lakeside Avenue Coeur d'Alene, Idaho 83814.

## ARTICLE IX

### Preemptive rights of existing shareholders:

A. If the Corporation, through its shareholders, authorizes the issue, by sale or exchange, of its capital stock for money or other consideration, each existing shareholder shall have a prior right to purchase on equal terms, a proportionate share of the stock to be issued;

provided, that this section shall not limit the right of the Corporation acting through the Board of Directors to declare a stock dividend as provided by law.

B. The phrase *existing shareholder* describes a shareholder holding one or more shares of the common stock of the Corporation registered in his name in the stock journal of the Corporation at the time the shareholders authorize an issue of stock.

C. An existing shareholder's proportionate share shall be determined by the ratio that his shares bear to the total of shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing shareholder and the total of shares issued and outstanding, shall be determined as of the time the shareholders authorize the issue of stock.

D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing shareholder by ordinary mail, postage prepaid, a notice which shall set forth:

(i) The total amount of stock to be issued

(ii) The price per share of the stock to be issued; and

(iii) Each existing shareholder's proportionate share, and the number of shares to be issued to which each may subscribe.

E. The preemptive rights of existing shareholders shall be exercised not later than ninety (90) days after the Corporation has authorized such an issue of its capital stock

F. The Corporation through its shareholders, by resolution of a majority of the shareholders voting, may, with respect to such preemptive rights of existing shareholders, require that the existing shareholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE X

Restriction on the alienation of stock:

A. Except as otherwise provided, a shareholder who desires to sell his share of stock must first offer them for sale to the Corporation, it being the intention hereof to give it a preference in the purchase of them, and any attempted sale in violation of this section is null and void.

B. A shareholder desiring to sell his stock to any person other than the Corporation shall file notice in writing of his intention with the Secretary of the Corporation, stating the identity of the proposed purchaser and the terms of sale. Unless his terms are accepted by the Corporation within sixty (60) days thereafter, the Corporation shall be deemed to have waived its privilege of purchasing and he shall be deemed at liberty to sell to the named purchaser on the terms of sale.

C. If the Corporation accepts the offer of sale as to part or all of the offered shares, it shall be entitled to purchase as many shares as it shall have accepted, and the shareholder shall be at liberty to sell the remaining shares to the named purchaser upon the same terms of sale.

D. In no event shall a shareholder transfer less than all of his stock to any transferee, nor shall a shareholder in any way encumber his stock or any portion thereof except as permitted by the corporation.

ARTICLE XI

The name and post office address of the incorporator is as follows:

NAME	ADDRESS
Jeffrey H. Andrews	607 Lakeside Avenue Coeur d'Alene, Idaho 83814.

IN WITNESS WHEREOF, I have hereunto set my hand this 21 day of June, 2000.

  
JEFFREY H. ANDREWS