

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CHARLES DRAPER PRODUCTIONS, INC.

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Third** day of **May**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Third** day of **May**, 19 **63**, a designation of **Ralph R. Breshears** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **3rd** day of **May**, A.D. 19 **63**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this MAR 29 1963



Frank M. Jordan

Secretary of State

By *Charles L. Butler*

Assistant Secretary of State

ARTICLES OF INCORPORATION

OF

CHARLES PRAPER PRODUCTIONS, INC.

432749

FILED

In the office of the Secretary of State
of the State of California

MAY 14 1962

FRANK M. JORDAN, Secretary of State

By [Signature]
Deputy

ARTICLE I

The name of this corporation is Charles Praper Productions, Inc.

ARTICLE II

The specific business in which this corporation proposes primarily and initially to engage is the production of motion picture photoplays and the doing of all things necessary in connection therewith.

ARTICLE III

In addition to its purpose to engage in the business specified in Article II, this corporation is formed for the following purposes:

(a) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed and wherever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(b) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise and supplies and all other personal property of every class and description.

(c) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof, or (3) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(d) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(e) 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, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(f) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(g) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(h) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, suits or interest in, or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including, the

right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(i) To promote or in aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(j) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(k) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(l) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

(m) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(n) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to

and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV

The county in the State of California wherein is located the principal office for the transaction of this corporation's business is the County of Sonoma.

ARTICLE V

The amount of capital stock of this corporation is Twenty-five Thousand (\$25,000.00) dollars, and the number of shares into which it is divided is five thousand (5,000) shares of the par value of Five (\$5.00) dollars each.

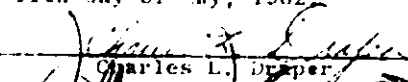
ARTICLE VI

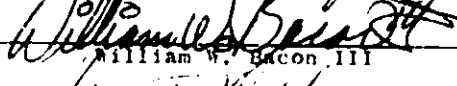
(a). The number of directors of this corporation shall be three (3).

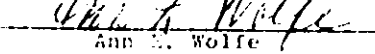
(b). The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Names</u>	<u>Addresses</u>
Charles L. Draper	110 Caldwell, Cloverdale, California
William W. Bacon III	110 Caldwell, Cloverdale, California
Ann E. Wolfe	3520 Carnation Ave., Los Angeles, California

IN WITNESS WHEREOF, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 11th day of May, 1962.



Charles L. Draper


William W. Bacon III


Ann E. Wolfe

STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

On this 11th day of May, 1962, before me, *Sarah E. Lachle*
a Notary Public in and for said County and State, residing
therein, duly commissioned and sworn, personally appeared
Charles L. Draper, William W. Bacon III, and Ann E. Wolfe,
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.

WITNESS my hand and official seal.

Sarah E. Lachle

Notary Public in and for
said County and State.

My Commission Expires August 14, 1964