

98036

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

### FUTURITY ARTS WEST COMPANY

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 the above named 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: March 26, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Sheryl Owens*

# ARTICLES OF INCORPORATION OF

## FUTURITY ARTS WEST COMPANY

APR 26 3 50 PM '92  
SECRETARY OF STATE

**Know** all men by these presents, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho and Legislative amendments through the year 1991, do hereby certify as follows:

### ARTICLE 1.

Sets forth that: The Name of the corporation herein referred to as the Company is:

### **FUTURITY ARTS WEST COMPANY.**

### ARTICLE 2.

Sets forth that: The corporation is to have perpetual existence.

### ARTICLE 3.

Sets forth that: The purposes for which said corporation is formed are:

#### Entertainment/Communications

And, more specifically stated, the publishing of books and the sale or publication of their subsidiary rights which are: Screen rights, serial rights, books club rights, plays, copyrighted characters, syndications and any other subsidiary rights that belong to authors of books copyrighted under the international provisions for copyright protection; such books as being sold to the Company, created by the Company, or contracted on a royalties basis to the Company;

And, the sale or publication of films and music, whether in form of copyrighted screenplay, lyric and sheet music, or filmed or recorded for the purpose of publication, and their subsidiary rights which belong to the authors of said creations under current copyright law, such creations as being sold to the Company, created by the Company, or contracted to the Company on a royalties basis.

### ARTICLE 4.

Sets forth that: The total authorized number of par value Common Stock Shares is 4,000 (four thousand) shares of the aggregate par value of \$ 1,000,000 dollars and of the par value of \$250.00 dollars per share;

**That all shares are Common Stock with equal voting rights;**

**The relative rights, voting power, preference and restrictions granted to or imposed upon the shares of each class are:**

**One vote per share, no restrictions or preference.**

#### **ARTICLE 5.**

**Sets forth that:**

**The shares NOT divided into classes and that there are NO Preferences;**

**The limitations and relative rights in respect of the shares are:**

**All rights equal, no limitations or preference.**

#### **ARTICLE 6.**

**Sets forth that:**

**The Company will NOT issue shares of Preferred Stock;**

**The Company WILL issue Common Stock only;**

**The designation of each series and statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the Articles of Incorporation are: No variations, preferences, fixed in the Articles of incorporation.**

**A statement of authority to be vested in the Board of Directors to establish series and fix and determine the variations in the relative rights and preferences as between series is:**

**The series is Common Stock only, the Board of Directors will not assign variations or preferences, or relative rights, except: One vote per share.**

#### **ARTICLE 7.**

**Sets forth that: No preemptive right is to be denied to shareholders.**

#### **ARTICLE 8.**

**Sets forth that: The location and post office address of the registered office, and also the registered agent of the Company is:**

**1726 Division, City of Boise, County of Ada, State of Idaho, zip code 83706.**

The post-office address is P.O.B. 281, City of Eagle, County of Ada, State of Idaho, zip code 83616.

## **ARTICLE 9.**

Sets forth that:

The number of Directors on the initial Board shall be two (2);

And the names and the addresses and post-office addresses and telephone numbers of each of the initial directors named by the incorporator to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

DiAnn Foster Marks  
1726 Division Ave #2  
Boise, Idaho 83706 (City of Boise, County of Ada, State of Idaho)  
(208) 389-9368

Jack Wayne Chappell  
1726 Division Ave #2  
Boise, Idaho 83706 (City of Boise, County of Ada, State of Idaho)  
(208) 389-9368

The post-office addresses are the same: P.O.B. 281 Eagle, Idaho 83616  
(City of Eagle, County of Ada, State of Idaho)

## **ARTICLE 10.**

Sets forth that:

The location and post-office addresses and telephone numbers of the incorporator and registered agent for process of service is:

Jack Wayne Chappell  
1726 Division Ave #2  
Boise, Idaho 83706 (City of Boise, County of Ada, State of Idaho)  
(208) 389-9368

The post-office address is the same: P.O.B. 281 Eagle, Idaho 83616 (City of Eagle, County of Ada, State of Idaho.)

**ARTICLE 11.**

**Sets forth that:**

**The provision to eliminate the personal liability of directors and shareholders is hereby exercised and will be stated clearly to any investors.**

**Directors and shareholders WILL be indemnified from personal liability to the fullest extent of Idaho law.**

**In witness whereof, we have hereunto set our hands and seals  
this \_\_\_\_\_ day of \_\_\_\_\_, 1992.**

**Signature of Incorporator**

*Techudhappell*

**State of Idaho  
County of Ada**

**On this \_\_\_\_\_ day of \_\_\_\_\_, 1992, before me personally appeared \_\_\_\_\_ 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 in this certificate first above written.**

**[SEAL]**

**Signature** \_\_\_\_\_

**Title:** \_\_\_\_\_