

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

MONTE YOUNG RIDES AND SHOWS, 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 **Twenty-fifth** day of **April**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-fifth** day of **April**, 19 **63**, a designation of **Frank Martin, Jr.**, 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 **25th** day of **April**, A.D. 19 **63**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

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

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN,
*Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California,*
this APR 9 1963



Frank M. Jordan
Secretary of State

By *[Signature]*
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
MONTE YOUNG RIDES AND SHOWS, INC.

ENDORSED
FILED

In the Office of the Secretary of State
of the State of California

Feb 11 1963

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a corporation under the Corporations Code of the State of California.

FRANK M. JORDAN, Secretary of State
E. HARRIS, Deputy

AND THAT WE HEREBY CERTIFY:

FIRST: That the name of the corporation is

MONTE YOUNG RIDES AND SHOWS, INC.

SECOND: That the purposes for which the corporation is formed are as follows:

The specific business in which the corporation primarily is to engage is to acquire, conduct, operate and maintain a carnival and other places of amusement and such other business as may be incidental thereto.

That in addition to the above specific purposes, the corporation shall have the further general purposes and powers as follows:

To acquire in any manner and to manage, conduct, carry on and/or dispose of any form, type or kind of amusement, exhibition or enterprise, and in connection therewith to acquire, utilize, dispose of and generally deal in any paraphernalia, equipment, article or thing needful, necessary or required therein or thereto.

To own, conduct and maintain either directly or through subsidiary amusement enterprises in all the branches pertaining to an amusement park.

To take, lease, purchase or otherwise acquire, hold, own, occupy, use, enjoy, manage, improve, develop, and to grant, sell, mortgage, exchange, let, demise and otherwise dispose of and generally deal in real estate, leases, buildings and improvements and any and every right, interest or estate therein without limit as to amount thereof and wheresoever the same may be situated, and to erect, construct, equip, furnish, alter and repair buildings, equipment of all kinds, and to make, enter into or assume any and every kind of contract, agreement and obligation by or with any persons, firms or corporations for the erection, construction, alteration, repair, equipment, improvement, development, use, enjoyment, leasing, management or control of any such buildings, clubs, club houses, improvements or structures.

To give, grant, lease and/or license to such persons, associations, organizations and/or corporations concessions for any part and/or all of the property, facilities, buildings or other property of the corporation for such lawful purposes and for such consideration as the Board of Directors may from time to time determine.

1 To furnish and provide to the general public, for
2 pay or otherwise, such article and things and perform such
3 services as may be convenient for the ultimate purposes and
4 objects for this corporation.

5 To loan or advance money secured by mortgage, trust
6 deeds or other encumbrances or liens upon real estate or personal
7 property of any kind or nature, and to any extent authorized by
8 law.

9 To undertake and carry on any business, undertaking, enter-
10 prise, venture, transaction or operation commonly undertaken or ear-
11 ried on by financiers, promoters, contractors, merchants, commission
12 agents, and in the course thereof to acquire and dispose of or other-
13 wise turn to account or realize upon all or any negotiable or trans-
14 ferable instruments and securities, including debentures, bonds, notes,
15 certificates of indebtedness, certificates of interest, and all kinds
16 of commercial paper.

17 To manufacture, buy, sell, deal in, and to engage in, conduct
18 and carry on the business of manufacturing, buying, selling and deal-
19 ing in goods, wares and merchandise of every class and description.

20 To institute, enter into, assist, promote or participate in
21 commercial, mercantile, industrial works, contracts, undertakings,
22 ventures, enterprises and operations. To endorse or underwrite
23 stock, securities or undertakings of any corporation, firm individual,
24 syndicate or others.

25 To improve, manage, develop, sell, assign, transfer, lease,
26 mortgage, pledge, or otherwise dispose of or turn to account or deal
27 with all or any part of the property of the company, and from time to
28 time to vary any investment or employment of capital of the company.

29 To borrow money, and to make and issue notes, bonds, deben-
30 tures, obligations and evidences of indebtedness of all kinds,
31 whether secured by mortgage, pledge or otherwise, without limit as to
32 amount, and to secure the same by mortgage, pledge or otherwise; and
generally to make and perform agreements and contracts of every kind
and description.

To purchase, hold, sell and transfer the shares of its own
capital stock; provided it shall not use its funds or property for
the purchase of its own shares of capital stock when such use would
cause any impairment of its capital; and provided, further, that
shares of its own capital stock belonging to it shall not be voted
upon directly or indirectly.

To the same extent as natural persons might or could do to
purchase or otherwise acquire, and to hold, own, maintain, work, de-
velop, sell, lease, exchange, hire, convey, mortgage or otherwise
dispose of and deal in, lands and leaseholds, and any interest, es-
tate and rights in real property, and any personal or mixed property,
and any franchises, rights, licenses or privileges necessary, conveni-
ent or appropriate for any of the purposes herein expressed.

To become a member of any partnership or a party to any law-
ful agreement for sharing profits or to any union of interests, agree-
ments for reciprocal concessions, joint adventure or cooperation or
mutual trade agreement with any person, firm, partnership, co-part-
nership or corporation, that is carrying on or engaged in, or that is
about to carry on or engage in any business which this corporation is
authorized to carry on or that is conducting or transacting any busi-
ness capable of being conducted so as directly or indirectly to bene-
fit this corporation.

1 To apply for, obtain, register, purchase, lease or other-
2 wise to acquire and to hold, own, use, develop, operate and introduce,
3 and to sell, assign, grant licenses or territorial rights in respect
4 to, or otherwise to turn to account or dispose of, any copyrights,
5 trade-marks, trade names, brands, labels, patent rights, letters
6 patent of the United States or of any other country or government,
7 inventions, improvements and processes, whether used in connection
8 with or secured under letters patent or otherwise.

9 To do all and every thing necessary, suitable and proper
10 for the accomplishment of any of the purposes or the attainment of
11 any of the objects or the furtherance of any of the powers hereinbe-
12 fore set forth, either alone or in association with other corpo-
13 rations, firms or individuals, and to do every other act or acts,
14 thing or things incidental or appurtenant to or growing out of or
15 connected with the aforesaid business or powers or any part or parts
16 thereof, provided the same be not inconsistent with the laws under
17 which this corporation is organized.

18 To acquire by purchase, subscription or otherwise, and to
19 hold for investment or otherwise, and to use, sell, assign, transfer,
20 mortgage, pledge or otherwise deal with or dispose of stocks, bonds,
21 or any other obligations or securities of any corporation or corpo-
22 rations; to merge or consolidate with any corporation in such manner as
23 may be permitted by law; to aid in any manner any corporation whose
24 stock, bonds or other obligations are held or in any manner guaran-
25 teed by the company, or in which the company is in any way interested;
26 and to do any other acts or things for the preservation, protection,
27 improvement or enhancement of the value of any such stock, bonds or
28 other obligations, or to do any acts or things designed for any such
29 purpose; and while owner of any such stock, bonds or other obliga-
30 tions, to exercise all the rights, powers and privileges of ownership
31 thereof, and to exercise any and all voting powers thereon; to guar-
32 antee the payment of dividends upon any stock, or the principal or
interest or both of any bonds or other obligations, and the perform-
ance of any contracts.

20 The business or purpose of the company is from time to time
21 to do any one or more of the acts and things hereinabove set forth,
22 or any part thereof, and to have one or more offices, and to exercise
23 all or any of its corporate powers and rights, in the State of Cali-
24 fornia, and in the various other states, territories, colonies and
25 dependencies of the United States, in the District of Columbia, and
26 in all or any foreign countries.

24 The foregoing clauses shall be construed both as objects
25 and powers; and it is hereby expressly provided that the foregoing
26 enumeration of specific powers shall not be held to limit or restrict
27 in any manner the powers of this corporation.

27 THIRD: That the County in the State of California where
28 the principal office for the transaction of the business of this
29 corporation is to be located is Los Angeles County.

30 FOURTH: That this corporation is authorized to
31 issue only one class of shares of stock; the total number of
32 such shares is Two Thousand Five Hundred (2500) the aggregate
par value of all said shares shall be Twenty-Five Thousand Dollars

1 (\$25,000.00); and the par value of each of said shares shall
2 be Ten Dollars (\$10.00).

3 FIFTH: That the number of Directors is three (3)
4 and the names and addresses of the persons who are hereby
5 appointed to act as the first Directors of this corporation are
6 as follows:

7	<u>NAMES</u>	<u>ADDRESSES</u>
8	Carroll Kaler	Santa Monica, California
9	Bernard Goggin	Los Angeles, California
10	Denzil Kaler	Los Angeles, California

11 SIXTH: Authority is hereby granted to the holders
12 of shares of this corporation entitled to vote, to change from
13 time to time the authorized number of Directors of this cor-
14 poration, by a duly adopted amendment of the By-Laws of this
15 corporation.

16 SEVENTH: That the capital stock of the corporation
17 shall not be subject to assessment.

18 IN WITNESS WHEREOF, we, the Incorporators and the
19 persons hereinabove named as Directors, have hereunto set our
20 hands and seals this 30 day of January, 1963.

21
22 CARROLL KALER
Carroll Kaler

23
24 BERNARD GOGGIN
Bernard Goggin

25
26 DENZIL KALER
Denzil Kaler

1 STATE OF CALIFORNIA }
2 COUNTY OF LOS ANGELES } SS:

3 On this 30 day of January, 1963, before me, a
4 Notary Public in and for said County and State, residing therein,
5 duly commissioned and sworn, personally appeared CARROLL KALER,
6 BERNARD COGGIN and DENZIL KALER, known to me to be the persons
7 whose names are subscribed to the foregoing Articles of
8 Incorporation as Incorporators, and who are also named therein
9 as Directors, and each duly acknowledged to me that they executed
10 the same.

11 IN WITNESS WHEREOF, I have hereunto affixed my
12 hand and official seal.

13 A. BRIAN WEINBERG

14 Notary Public in and for the
15 County of Los Angeles
16 State of California

17 My Commission Expires:

18 (NOTARIAL SEAL)
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