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**ARTICLES OF INCORPORATION
OF
OPTICAL SHOP OF SUN VALLEY, INC.**

FILED/EFFECTIVE
00 MAY -5 AM 8:51
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Corporation Act, adopts the following Articles of Incorporation.

I. NAME.

The name of this Corporation is Optical Shop of Sun Valley, Inc.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. PURPOSES AND POWERS.

A. Purposes. The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

B. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

IV. STOCK CLAUSES.

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

V. REGISTERED OFFICE AND REGISTERED AGENT.

The address and post office box of the registered office of this corporation are 191 N. Main Street, Ketchum, Idaho 83340 and P.O. Box 6706, Ketchum, Idaho 83340. The name of the initial registered agent of this corporation at that address is E. Baird Woolf.

VI. DIRECTORS.

IDAHO SECRETARY OF STATE
05/05/2000 09:00
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The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of 1 member. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

NAME

ADDRESS

E. Baird Woolsey

P.O. Box 6706
Ketchum, Idaho 83340

VII. INCORPORATOR.

The name and address of the incorporator of this Corporation is E. Baird Woolsey, P.O. Box 6706, Ketchum, Idaho 83340.

VIII. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. **Bylaws.** The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. **Compensation of Directors.** The Board of Directors shall have not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

D. **Contracts in which Directors Have an Interest.** The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

