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SECRETARY OF STATE

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# ARTICLES OF INCORPORATION

OF

J. C. ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance of the laws thereof, have agreed and do hereby certify as follows:

## Article I

### Corporate Name

The name of the corporation is J. C. Enterprises, Inc.

## Article II

### Duration

The period of its duration is perpetual.

## Article III

### Purposes

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by this corporation are:

(a) To provide advertising, promotion and consulting services. And, to provide any and all types of supplies and products relating to the above services, and to generally provide technical advice and supervision regarding these services;

(b) To buy, lease, sell, manufacture, import, market, fabricate, and generally deal in any and all kinds of products for any industry or segment of business, and to sell services, all for the purpose of producing a fee or profit;

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(c) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations of this state, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges, of ownership, including the right to vote thereon,

(d) To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired or for any other lawful objects.

(e) To purchase, hold, sell and transfer shares of its own capital stock; provided, that the corporation 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 the capital of the corporation, except as is provided by the Statutes of Utah; and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.

(f) To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign country.

(g) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of this corporation, or any amendment thereof.

(h) And in general, to do and perform such acts and things and transact such business not inconsistent with law in any part of the world, as in the Board of Directors may deem for the advantage of the corporation.

## Article IV

### Stock

The authorized capital stock of the corporation shall be Fifty Thousand (50,000) shares of common stock of One Dollar (\$1.00) par value. At such time as the Board of Directors may by resolution direct, said capital shall be paid into the corporation either by cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which, shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid upon the non-assessable forever, and in the absence of actual fraud in tea transactions, the judgment of the Board of Directors as to the value of the property purchased to be conclusive. The corporation by the action of its stockholders is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to funds received for its capital stock, the corporation may accept additional cash or property as paid-in surplus, for amounts of capital contribution exceeding par value of the stock.

## Article V

### Consideration

The corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

## Article VI

### Internal Affairs

The number of directors initially is two (2). The number can be increased by a majority vote of the stockholders at any regular stockholders meeting. The number of officers is two (2) and shall consist of a President and a Secretary. Qualification of the officers other than the Secretary is that they must be a stockholder in the corporation or a Director of the Corporation. The following named persons shall constitute the Board of Directors until successors are elected and have qualified:

Gary C. Walker

Kimberly S. Walker

The Directors' term of office shall be for one (1) year, and each director shall hold his office until his successor is elected and qualified. The time for the election of directors is at the annual meeting of stockholders of the corporation. The manner in which directors are to be elected is by a majority vote of the stockholders present and voting. Each stockholder shall be entitled to as many votes as he holds shares of the capital stock, and representation by proxy, duly appointed in writing, shall be allowed at all meetings of the stockholders, whether annual or special. A director may be removed during his term of office by a majority vote of the stockholders at any regular meeting or special meeting called for the purpose.

The offices of President and Secretary shall be appointed by and hold their offices at the pleasure of the Board of Directors.

Any two or more members of the Board of Directors shall be necessary to form a quorum and be authorized to transact the business and exercise the corporate powers of the corporation.

Within five (5) days after the election of the Board of Directors, each year, he or they shall hold a director's meeting and elect officers. The following persons shall hold the following offices until the first meeting of the Board of Directors:

President:	<u>Gary C. Walker</u>
	<u>[REDACTED]</u>
	<u>4810 Sagewood Circle</u>
	<u>Idaho Falls, Idaho 83406</u>
Secretary/Treasurer:	<u>Kimberly S. Walker</u>
	<u>[REDACTED]</u>
	<u>4810 Sagewood Circle</u>
	<u>Idaho Falls, Idaho 83406</u>

## Article VII

### Pre-emptive Rights

This corporation shall not be required to recognize and preserve the pre-emptive rights of existing shareholders to participate in such new stock issues as may be authorized by the Corporation, except to the extent that recognition of such right is required by law.

## Article VIII

### Meetings

Section 1. The annual meeting of the shareholders of this corporation shall be held on or about the First Saturday of October, beginning in the year 2002, at the principal place of business of the Corporation or at such other place may be designated by the Board of Directors. No notice need be given in advance of such meetings, except that if the place of meeting shall be other than the principal place of business, notice of such fact must be given to each stockholder of record. The place of its general business shall be at Idaho Falls, Idaho, but the corporation may conduct its business in other states, territories, and possessions of the United States, and in foreign countries, and may have one office or more than one office, and keep the books of the company outside of the State of Idaho, except as may be otherwise provided by law. The Board of Directors shall have the specific authority to designate a place, other than the principal place of business, for the holding of the meetings of the Board of Directors, or the meetings of the corporate shareholders.

Section 2. At all elections requiring a vote of the stockholders, each stockholder shall be entitled to one (1) vote for each share of the stock of which he shall be recorded owner on the date designated by the Directors for closing the separate stock ledger. This Corporation will recognize written proxies in the manner customary in corporate practice.

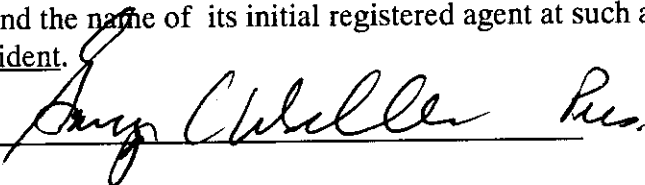
Section 3. Special meetings of the stockholders may be called by a majority vote of a quorum of the Board of Directors, or upon proper petition by a majority vote of the shareholders thereof, for the consideration of any matters pertaining to the Corporation. Such special meetings may be held at any time, provided, that ten days notice shall be first given to each stockholder of record, or unless such stockholder shall have first waived such notice. The notice herein required as well as that required in Section 1 of the Article, shall be deemed to have been given upon the posting of such notice in the mail, properly addressed, to the last known address of the said stockholder.

Section 4. At such special meetings, the stockholder in attendance may proceed to consider the business for which the meeting was called, including amendments to the Articles of Incorporation, or the election of directors to fill vacancies which may then exist. A majority vote of those stockholders in attendance shall be sufficient to amend the Articles of Incorporation, or to elect a director, or to approve a merger, consolidation, or corporation reorganization.

## Article IX

### Registered Office

The address of the initial registered office of the corporation is 4810 Sagewood Circle, Idaho Falls, Idaho 83406, and the name of its initial registered agent at such address is Gary C. Walker, President.

 Pres.

## Article X

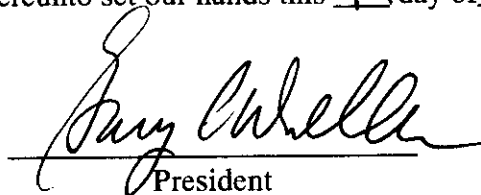
### Incorporators

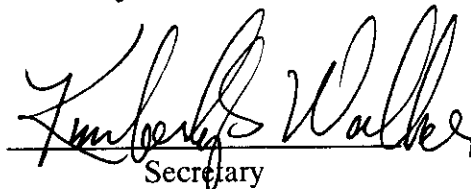
The names of the incorporators, with the amount of stock subscribed by them and their respective places of residence are as follows, namely:

<u>Name</u>	<u>Residence</u>	<u>Number of Common Shares</u>
<u>Gary C. Walker</u>	<u>4810 Sagewood Circle</u> <u>Idaho Falls, Idaho 83406</u>	<u>1,000</u>
<u>Kimberly Walker</u>	<u>4810 Sagewood Circle</u> <u>Idaho Falls, Idaho 83406</u>	<u>-0-</u>

This corporation shall have all corporate powers enumerated in the Business Corporation Act as enacted in the statutes of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands this 14 day of December, 2001

  
President

  
Secretary

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Gary C. Walker and Kimberly S. Walker, being severely sworn upon oath, each for himself, deposes and says that he is one of the incorporators mentioned in the foregoing Articles of Incorporation; that he verily believes that each party to agreement has paid or is able to and will pay the amount of the capital stock subscribed for him; that at least \$1,000.00 has been paid into the corporation.

Gary C. Walker  
President

Kimberly S. Walker  
Secretary

Subscribed and sworn to before me this 14<sup>TH</sup> day of DECEMBER, 2001.

My Commission expires:

MAY 12, 2002

NOTARY PUBLIC

Residing in

Edwin H. Fankhauser  
Salt Lake City Utah

