

ARTICLES OF INCORPORATION
OF
NETACENT, INC.

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SECRETARY OF STATE
STATE OF IDAHO

Effective upon the date of filing with the Idaho Secretary of State (the “Effective Date”), the Articles of Incorporation of Netacent, Inc. are in their entirety as follows:

Article 1
NAME OF THE CORPORATION

The name of the corporation is Netacent, Inc. (the “Corporation”).

Article 2
PRINCIPAL OFFICE OF THE CORPORATION

The mailing address of the Corporation’s principal office is 106 N. 6th Street, Suite 214, Boise, ID 83702, and such address may be changed from time to time by the Board of Directors in accordance with the Corporation’s Bylaws.

Article 3
PURPOSES OF THE CORPORATION

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 1, Title 30, Idaho Code (the “IBCA”).

Article 4
SHARES

4.1 Capital Stock. The Corporation is authorized to issue one class of capital stock, to be designated “Common Stock.” The aggregate number of shares the Corporation is authorized to issue shall be 10,000, with no par value, consisting of 10,000 shares of Common Stock.

4.2 Transfer. No shareholder of the Corporation may sell or transfer shares except to another individual who is eligible to be a shareholder of the Corporation.

4.3 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired Common Stock shall constitute authorized but unissued shares of Common Stock, any shares of Common Stock reacquired by the Corporation shall be Common Stock treasury

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shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of Common Stock of the Corporation.

4.4 Voting. Each outstanding share of Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation shall not have the right to cumulate their votes for Board of Directors.

Article 5 REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 106 N. 6th Street, Suite 214, Boise, ID 83702. The name of the registered agent at such address is Gregg Tahmisian.

Article 6 BOARD OF DIRECTORS

6.1 Corporate Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in a preferred stock designation or a shareholder agreement authorized under Section 30-1-732 of the IBCA.

6.2 Board of Directors. The number of directors constituting the Board of Directors will be no less than one (1) and no greater than the number specified in accordance with the bylaws. The authorized number of directors of the Corporation may be fixed or changed from time to time, by amendment to the Bylaws. The number of directors who shall constitute the initial Board of Directors is two (2). The names and addresses of the initial persons to serve as the directors are as follows:


<u>Name</u>	<u>Address</u>
Gregg Tahmisian	6 Spur Drive Horseshoe Bend, Idaho 83629
Isaac Barrett	10310 Kingsbriar Drive Boise, Idaho 83709

6.3 Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is authorized to make, repeal, alter, amend or rescind any or all of the Bylaws of the Corporation, without any action on the part of the shareholders, provided that any Bylaw adopted or amended by the Board of Directors, and any powers thereby conferred, may be amended, altered or repealed by the shareholders.

Article 10
EXECUTION

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation to be effective as of the Effective Date.

Dated: 6/27/2013

By: 
Gregg Talmisian, Incorporator

Dated: 6/27/2013

By: 
Isaac Barrett, Incorporator