

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
AMC PROPERTY MANAGERS, INC.**

2007 MAY -8 AM 8:18

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Idaho Secretary of State:

ARTICLE I

(Name)

The name of the corporation shall be AMC Property Managers, Inc.

ARTICLE II

(Issuance of Common Stock)

The total number of shares of common stock the corporation is authorized to issue is one hundred (100) shares. Each individual share of common stock in the corporation shall have a value of One Dollar (\$1.00). The corporation shall initially issue eighty (80) shares of corporate common stock to Jennifer Flores and twenty (20) shares of corporate common stock to David Flores.

ARTICLE III

(Registered Office Agent)

The street address of the corporation's registered office is 4316 Campfire Court, Meridian, Idaho 83646. The name of the corporation's registered agent at such address is Jennifer Flores.

ARTICLE IV

(Incorporator)

The name of the incorporator is Jennifer Flores. The address of the incorporator is P.O. Box 542, Meridian, Idaho 83680.

ARTICLE V

(Mailing Address)

The mailing address of the corporation shall be P.O. Box 542, Meridian, Idaho 83680.

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ARTICLE VI

(Voting)

The voting power for all corporate purposes shall be vested exclusively in the holders of the corporation's issued common stock. Each holder of corporate common stock shall be entitled to one vote for each share of corporate common stock held.

ARTICLE VII

(Conveyance of Common Stock)

No sale, transfer or conveyance of corporate common stock shall be made by any shareholder or the heirs, executors, administrators or assigns of any shareholder to any person(s) or entity, except pursuant to the following terms and conditions:

- (a) If any shareholder desires to sell his or her corporate common stock, or any portion thereof, to any prospective purchaser, he or she shall first submit to the other corporate shareholders reasonable written evidence of the agreement to purchase said stock by such third person and the price and complete terms of the proposed purchase;
- (b) If one or more of the remaining shareholders agrees to purchase such stock at the same price and upon the same terms proposed by the third party, then the corporate common stock shall be sold to those shareholders in such proportionate amounts as their respective stock bears to the entire stock held by the corporate shareholders, exclusive of the shares owned by the selling shareholder;
- (c) In the event any shareholders elects to not participate in the purchase of the offered stock, such stock shall be sold at the offered price to the shareholders who have elected to purchase the offered shares, in the same proportion specified above; and
- (d) No shares of corporate common stock shall be sold to any person other than the other shareholders of the corporation until each of the shareholders shall have been afforded an opportunity to purchase such stock at the price and terms offered by such third person, and shall have declined to enter into such a purchase.

ARTICLE VIII

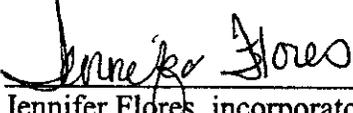
(Board of Directors)

The corporation's initial Board of Directors shall be comprised of two Directors: Jennifer Flores and David Flores. The corporation's Board of Directors may be amended or enlarged pursuant to subsequent corporate Bylaws.

ARTICLE IX

(Officers)

The officers of the corporation shall consist of a president and vice president, each of whom shall be appointed by the Board of Directors. The initial corporate officers shall be Jennifer Flores as President, and David Flores as Vice President.



Jennifer Flores, incorporator