

FILED EFFECTIVE



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

2007 JAN -2 AM 11:41

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 Secretary of State.

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

CHALLENGER PROMOTIONS, INC.

Article 2: The number of shares the corporation is authorized to issue: 1,000

Article 3: The street address of the registered office is: 607 MAIN STREET BOISE IDAHO 83702

and the name of the registered agent at such address is: THOMAS E CHALLENGER

Article 4: The name of the incorporator is: THOMAS E CHALLENGER

and address of the incorporator is: 607 MAIN STREET BOISE IDAHO 83702

Article 5: The mailing address of the corporation shall be:

607 MAIN STREET BOISE ID 83702

Optional Articles:

Signature of at least one incorporator:

Typed Name: THOMAS E CHALLENGER

Thomas E Challenger

Typed Name: _____

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

st/corp/forms/corp form/articlesofincorp.pdf
Revised 03/2006

IDAHO SECRETARY OF STATE
01/02/2007 05:00
CK: 16194 CT: 104622 BH: 1022667
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Web Form

C170684

Optional Articles of Challenger Promotions, Inc.

Article VI

Liability of Directors

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breached of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

The names and residence addresses of the persons constituting the initial board of directors are:

Thomas E. Challenger
607 Main Street
Boise, ID 83702

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.


Article VII

Other Provisions

Director or Officer Interest. In the absence of fraud, no transactions between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

 dated 12-2006.
Thomas E. Challenger, Incorporator

Bylaws of Challenger Promotions, Inc.

Article I Shareholders

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meetings. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of a majority of the outstanding voting shares.

Section 3. Notice. Written notice of all shareholder meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meetings. Such notice shall be mailed to all shareholders of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Shareholder meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.

Article II
Directors

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of 1 director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual shareholders meeting. Each director shall serve a term of 10 years, or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days; written notice by ordinary U.S. mail, effective when mailed.

Section 7. Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint from its member a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Article III Officers

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the shareholders. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Article IV Corporate Seal

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Article V Amendment to Bylaws

The bylaws may be amended, altered, or repealed by the Board of Directors or the shareholders by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

Article VI Indemnification

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the

extent that such amendment permits the corporation to provide broader indemnification rights).

**Article VII
Stock Certificates**

The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors dated December 2006.



Thomas E. Challenger, President

Corporate Action by consent of the Shareholders of Challenger Promotions, Inc.

As permitted by law, the undersigned Shareholders, being all of the Shareholders of the above corporation, unanimously adopt the following corporate actions(s) without a meeting.

I. Election of Directors. The following person(s) are elected as directors for the terms provided in the bylaws:

Name: Thomas E. Challenger
Term: 10 years
Address: 607 Main Street
Boise, ID 83702

II. Election of Officers. The following officers are elected.

Name: Thomas E. Challenger
Office: President
Address: 607 Main Street
Boise, ID 83702

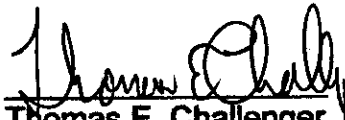
Name: Meg Omel
Office: Vice-President
Address: 1402 West Lemp
Boise, ID 83702

III. Issuance of Stock. The issuance of stock is approved as follows:

Name: Thomas E. Challenger
Shares: 100
Amount: \$1.00

Total: Shares: 100
Amount: \$1.00

IIII. Establish Banking Relationship. The officers are authorized to open an account with Washington Mutual.


Thomas E. Challenger
President
