

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
GYM-DU-FINN, INC.

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ARTICLE ONE - NAME

The name of the corporation is: GYM-DU-FINN, INC.

ARTICLE TWO - LOCATION

Its principal office and address in the State of Idaho is located at 80 South Main Street, Aberdeen, Idaho 83210. This corporation may maintain an office, or offices, in such other place within or without the State of Idaho as may be from time to time designated by the Board of Directors, or by the By-Laws of said corporation, and this corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of directors and stockholders, outside the State of Idaho as well as within the State of Idaho.

ARTICLE THREE - REGISTERED AGENT

The registered agent is Evan Wride, 80 South Main Street, Aberdeen, Idaho 83210.

ARTICLE FOUR - PURPOSES

The purpose or purposes for which this corporation is organized are: To engage in any lawful activity without limitation.

ARTICLE FIVE - CAPITAL STOCK

That the total number of shares that the corporation may issue is Twenty-Five Hundred (2,500) shares of single class common stock of which all shares shall be without nominal or par value (no par stock). No other class of stock is authorized. The corporation may issue stock for labor, services, or personal property, or real estate or leases thereof. The judgment of the directors as to the value of such labor, services, property, real estate or leases thereof, shall be conclusive as to all except the other existing stockholders and creditors, and to the then existing stockholders and creditors it shall be conclusive in the absence of actual fraud in the transaction. The corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors may issue said shares of stock.

ARTICLE SIX - DIRECTORS

The members of the governing board of the corporation shall be styled directors. The number of directors may from time to time be increased or decreased in such manner as shall be

provided by the By-Laws of this corporation. The number of directors must not be reduced to less than three, except that, in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three by not less than the number of stockholders.

The first Board of Directors shall be Two (2) in number and their names and post office address is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Evan Wride	P.O. Box 860 Aberdeen, Idaho 83210

ARTICLE SEVEN - ASSESSMENT OF STOCK

The capital stock of the corporation, after the amount of the subscription price of par value has been paid in shall not be subject to assessment to pay the debts of the corporation, and no paid up stock and no stock issued as fully paid up stock issued as fully paid up shall ever be assessable or assessed.

ARTICLE EIGHT – INCORPORATORS

The name and post office address of each of the incorporators and the one signing the Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Evan Wride	P.O. Box 860 Aberdeen, Idaho 83210

ARTICLE NINE - PERIOD OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE TEN - POWERS OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the stockholders to make, alter, or amend the By-Laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in. When and as authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that

purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors by resolution shall have power and authority at any meeting to sell, lease or exchange all of the property and assets to the corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

ARTICLE ELEVEN - SHAREHOLDER RIGHTS

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares or stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

At each election of Directors every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any member of such candidates.

ARTICLE TWELVE - COMMON DIRECTORS – TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or avoidable because of such relationship or interest, or because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof, which authorizes, approves or ratifies such contract or transaction.

In witness whereof, these Articles of Incorporation have been signed on

December 1, 2005.


evan Wride

Incorporator/Director