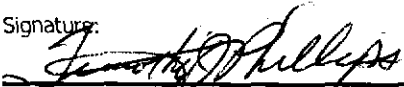


| No. <b>C 103378</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Due no later than Sep 30, 2012<br>Annual Report Form                                                                                                 |                                           | 2. Registered Agent and Office<br><b>(NOT A P.O. BOX)</b> |             |         |                      |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------|-------------|---------|----------------------|------|-------|---------|-------------|-----------|--------------|------------------|-------|----|-----|-------|-----------|--|--|--|--|--|--|-----------|-----------------|------------------|-------|----|-----|-------|
| Return to:<br>SECRETARY OF STATE<br>450 N 4th STREET<br>PO BOX 83720<br>BOISE, ID 83720-0080                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1. <b>Mailing Address: Correct in this box if needed.</b><br>GEM STATE CONFECTIONERIES, INC.<br>TIM PHILLIPS<br>6854 S EISENMAN RD<br>BOISE ID 83716 |                                           | TIM PHILLIPS<br>6854 S EISENMAN RD<br>BOISE ID 83716      |             |         |                      |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
| <b>NO FILING FEE IF<br/>RECEIVED BY DUE<br/>DATE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                      | 3. <u>New</u> Registered Agent Signature. |                                                           |             |         |                      |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
| 4. Corporations: Enter Names and Business Addresses of President, Secretary, Directors and (optional) Treasurer.<br><table border="1"> <thead> <tr> <th>Office Held</th> <th>Name</th> <th>Street or PO Address</th> <th>City</th> <th>State</th> <th>Country</th> <th>Postal Code</th> </tr> </thead> <tbody> <tr> <td>CEO/PRES/</td> <td>TIM PHILLIPS</td> <td>6854 S. EISENMAN</td> <td>BOISE</td> <td>ID</td> <td>USA</td> <td>83716</td> </tr> <tr> <td>VICE PRES</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>SEC/TREAS</td> <td>SHARON PHILLIPS</td> <td>6854 S. EISENMAN</td> <td>BOISE</td> <td>ID</td> <td>USA</td> <td>83716</td> </tr> </tbody> </table><br>DIRECTORS:<br>TIMOTHY J. PHILLIPS, 6854 S. EISENMAN, BOISE, ID 83716<br>SHARON F. PHILLIPS, 6854 S. EISENMAN, BOISE, ID 83716 |                                                                                                                                                      |                                           |                                                           | Office Held | Name    | Street or PO Address | City | State | Country | Postal Code | CEO/PRES/ | TIM PHILLIPS | 6854 S. EISENMAN | BOISE | ID | USA | 83716 | VICE PRES |  |  |  |  |  |  | SEC/TREAS | SHARON PHILLIPS | 6854 S. EISENMAN | BOISE | ID | USA | 83716 |
| Office Held                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Name                                                                                                                                                 | Street or PO Address                      | City                                                      | State       | Country | Postal Code          |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
| CEO/PRES/                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | TIM PHILLIPS                                                                                                                                         | 6854 S. EISENMAN                          | BOISE                                                     | ID          | USA     | 83716                |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
| VICE PRES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                      |                                           |                                                           |             |         |                      |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
| SEC/TREAS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | SHARON PHILLIPS                                                                                                                                      | 6854 S. EISENMAN                          | BOISE                                                     | ID          | USA     | 83716                |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |
| 5. Organized Under the Laws of:<br><br>IDAHO<br>C 103378                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 6. Signature: <br>Name (type or print): <u>TIMOTHY J. PHILLIPS</u>  |                                           | Date: <u>7/23/12</u><br>Title: <u>CEO/PRES</u>            |             |         |                      |      |       |         |             |           |              |                  |       |    |     |       |           |  |  |  |  |  |  |           |                 |                  |       |    |     |       |