

**ARTICLES OF INCORPORATION**SECRETARY OF STATE  
STATE OF IDAHO

These Articles of Incorporation are signed by the Incorporator for the purpose of forming a profit Corporation as follows:

**Article I  
NAME****§1.1 Name**

The name of the Corporation is Whitecloud Enterprises Inc.

**Article II  
PURPOSE****§2.1 General**

The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Business Corporation Act of Idaho.

**Article III  
POWERS OF THE CORPORATION****§3.1 Powers**

As need to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

- (a) To sue, complain and defend in the corporate name.
- (b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed on any interest therein, wherever situated.
- (c) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- (e) To lend money and use its credit to assist corporate employees.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (g) To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.
- (h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested.
- (i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business which the Board of Directors finds will be an aid of governmental policy.

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

#### **Article IV SHARES**

##### **§4.1 Authorized Shares**

The total authorized stock is: 2000 common shares of no par value.

#### **Article V NO NEED FOR ACTUAL STOCKHOLDER MEETING**

##### **§5.1 Majority Consent Voting**

Any action required or permitted by the Business Corporation Act of Idaho at an annual meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting Stockholders by first class mail, postage prepaid, to their address of record.

#### **Article VI Directors**

##### **§6.1 Directors**

The initial Board shall consist of Directors and the names and addresses of the persons who shall serve as Directors until the first annual meeting of Stockholders or until their successors are elected and qualified are;

Name/ Gayle Allen

Address/ 11365 W. Franklin Boise, Idaho 83709

Name/ Ryan Allen

Address/ 11365 W. Franklin Boise, Idaho 83709

Name/ Justin Allen

Address/ 666 Saint Nicholas Av Number 65  
New York, New York 10030

**Article VII  
BYLAWS**

**§7.1 Initial Bylaws**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the Stockholders shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

**Article VIII  
REGISTERED OFFICE**

**§8.1 Office**

The address of the initial registered office is:

<u>11365 W. Franklin</u>	<u>Boise, Idaho</u>	<u>83709</u>
(No. and Street)	(Town or City)	(Zip Code)

The mailing address of the initial registered office is:

<u>11365 W. Franklin</u>	<u>Boise, Idaho</u>	<u>83709</u>
(No. and Street)	(Town or City)	(Zip Code)

The name of the initial resident agent at the registered office is:

Gayle Allen

**Article XI  
INCORPORATORS**

**§9.1 Incorporators**

The name and address of the incorporator are as follows:

Name	Residence or Business Address
<u>Gayle Allen</u>	<u>11365 W. Franklin Boise, Idaho 83709</u>

**Article X  
TERM**

**§10.1 Term**

The term of existence of the Corporation shall be perpetual.

**Article XI**  
**EFFECTIVE DATE**

**§11.1 Effective Date**

The effective date of Incorporation shall be (date).

In witness whereof, the undersigned, the Incorporator of the above named Corporation,  
has hereunto signed these Articles of Incorporation on this 14<sup>th</sup> day of Oct., 2009.

