

**FILED EFFECTIVE**

**FILED AT THE REQUEST OF:**

R. Orville Thompson, Incorporator  
Scentsy, Inc.  
149 South Adkins Way, #101  
Meridian, Idaho 83642

2007 JUL 19 AM 10:17

SECRETARY OF STATE  
STATE OF IDAHO

**AFTER FILING MAIL TO:**

Melanie G. Rubocki, Esq.  
PERKINS COIE LLP  
251 East Front Street, Suite 400  
Boise, Idaho 83702-7310

**FIRST AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**SCENTSY, INC.**

The undersigned, R. Orville Thompson, hereby certifies that he is the incorporator of Scentsy, Inc., an Idaho corporation (the "*Corporation*"), and further certifies that:

1. As the incorporator of the Corporation, he has duly adopted this first amendment and restatement of the Corporation's Articles of Incorporation.

2. Shareholder approval was not required because the Corporation has not yet issued shares.

3. The Articles of Incorporation of Scentsy, Inc. are hereby amended and restated in their entirety in accordance with Section 30-1-1002 of the Idaho Business Corporation Act (the "*Act*") to read as follows:

**ARTICLE 1  
NAME**

The name of the Corporation is "Scentsy, Inc."

**ARTICLE 2  
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

IDAHO SECRETARY OF STATE  
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CK: 2883 CT: 143838 BH: 1066325  
1 @ 30.00 = 30.00 AMEND PROF # 2  
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**ARTICLE 3  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 4  
CAPITAL STOCK**

The total number of shares that the Corporation is authorized to issue is 1,000,000 shares of common stock, no par value. The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

**ARTICLE 5  
INCORPORATOR**

The name and address of the incorporator is:

Name	Address
R. Orville Thompson	149 South Adkins Way, #101 Meridian, Idaho 83642

**ARTICLE 6  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

Name	Address
R. Orville Thompson	149 South Adkins Way, #101 Meridian, Idaho 83642

**ARTICLE 7**  
**BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 8**  
**INDEMNIFICATION AND LIMITATION ON LIABILITY**

**A. Indemnification.**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter 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 than the Act permitted the Corporation to provide prior to such amendment).

**B. Limitation on Liability.**

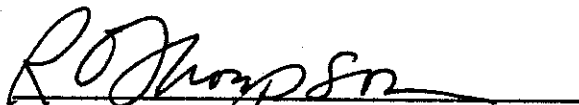
There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any right, protection, or elimination of liability of a director of the Corporation with respect to any breach, act, omission or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 9**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

*[Remainder of page left intentionally blank.]*

IN WITNESS WHEREOF, the undersigned has subscribed these Amended and Restated Articles of Incorporation effective as of the 18th day of July, 2007.

  
R. Orville Thompson, Incorporator