

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
MING STUDIOS, Inc.
A NON-PROFIT CORPORATION**

2014 FEB 12 AM 11:17

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Corporation Non-Profit Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Ming Studios, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code 501(c)(3) and Regulation Section 1.501(c)(3)(d), as now or hereafter amended.

ARTICLE IV

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

2. No substantial part of the activities of the corporation shall constitute the carrying on or propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

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3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE V


The corporation shall not have members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VI

The address of the initial registered office of the corporation is 530 W. Myrtle Street, Boise, Idaho, 83702, and the name of its initial registered agent at such address is Jason Morales.

ARTICLE VII

The number of directors shall be at least three (2) but not more than twenty-one (21) as fixed by the Bylaws. The names and addresses of the persons constituting the initial Board of Directors of the corporation, who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jason Morales	1485 Independence Street Boise, ID 83706	President
Noel Weber	530 W. Myrtle Street, Boise, ID 83702	Vice President
Eve-Marie Bergren	 Boise, ID 83702 614 N. 5th St.	Secretary

ARTICLE VIII

The name and address of the incorporator is:

Jason Morales
1485 Independence Street
Boise, ID 83706

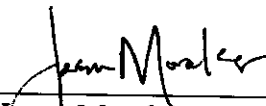
ARTICLE IX

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

DATED this 11 day of February, 2014.



Jason Morales
President