

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF

BYDESIGN FILMS, INC.
(an Idaho Corporation)

2017 SEP 29 PM 3:05

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

The name of this Corporation is byDesign Films, Inc.

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of the State of Idaho.

ARTICLE III

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

Registered Agent Solutions, Inc.
921 S. Orchard, Suite G., Boise, ID 83705

ARTICLE IV

A. **Classes of Stock.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "**Class A Common Stock**," and "**Class B Common Stock**". The Class A Common Stock and the Class B Common Stock are collectively referred to herein as "**Common Stock**." The total number of shares which this Corporation is authorized to issue is Twenty Million (20,000,000) shares, each with a par value of \$0.0001 per share. Ten Million (10,000,000) shall be designated as Class A Common Stock, Ten Million (10,000,000) shall be designated as Class B Common Stock

B. **Common Stock.**

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. **Dividend Rights.** The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

3. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of this Corporation, the assets of this Corporation shall be distributed ~~as provided in Sections 2-4 of~~ Division (B) of this Article IV.

4. **Redemption.** The Common Stock is ~~not redeemable~~. 30.00 CONVERSION #2
1@ 20.00 = 20.00 EXPEDITE C #3

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5. Voting. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting, except as specifically required by Idaho law.

ARTICLE V

A. The liability of directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under laws of the State of Idaho, as amended.

B. Any repeal or modification of any of the foregoing provisions of this Article V shall not adversely affect any right or protection of a director existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VI

A. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents (and any other persons to which Idaho law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Idaho Law, subject only to limits created by applicable Idaho law (statutory or non-statutory), with respect to actions for breach of duty to a corporation, its stockholders, and others.

B. Any repeal or modification of any of the foregoing provisions of this Article VI shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

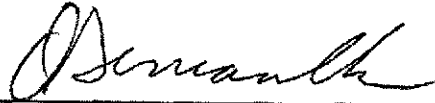
ARTICLE VII

The name and address of the Incorporator, is as follows:

David Gencarella
5500 W. Riverbend Ave.
Post Falls, ID 83854

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record these Articles of incorporation.

Dated: September 29, 2017.



David Gencarella,
Incorporator

IDAHO SECRETARY OF STATE

09/29/2017 05:00

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STATEMENT OF CONVERSION

Pursuant to § 30-22-405, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the form in duplicate.

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STATE OF IDAHO

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:

Name: Created Films, LLC

Jurisdiction: Idaho

Type: limited liability company

(Corporation, Limited Liability Company, Limited Partnership, etc...)

☒ This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.

☐ This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.

2. CONVERTED ENTITY:

Name: byDesign Films, Inc.

Jurisdiction: Idaho

Type: corporation

(Corporation, Limited Liability Company, Limited Partnership, etc...)

a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.

b. If this is a **foreign** entity please designate a registered agent in the space provided:

(Registered Agent Name)

(Address)

3. EFFECTIVE DATE OF CONVERSION:

☐ Effective upon filing

☒ On future date: September 29, 2017

(Enter date - not more than 90 days in the future)

Printed Name: David Gencarella

Capacity: Manager/CEO

Signature:

Secretary of State use only

IDAHO SECRETARY OF STATE

09/29/2017 05:00

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