

FILED EFFECTIVE

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ARTICLES OF INCORPORATION

Article I

The name of the corporation shall be Magic Landing, Inc.

Article II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

Article III

The corporation shall have authority to issue a total of Two Million Five Hundred Thousand (2,500,000) shares of capital stock all of which shares shall be of one class of no par value and shall be designated as Common Stock.

Article IV

The street address of the registered office of the corporation is 4150 B Black Oak Dr., Hailey, ID 83333, and the registered agent at such address is Bill W. McDorman.

Article V

The names and addresses of the initial incorporators are:

Bill McDorman
PO Box 4619
Ketchum, ID 83340

Kelley Weston
117 Blackfeet Rd.
Hailey, ID 83333

James Reed
PO Box 1024
Hailey, ID 83333

John Caccia
PO Box 4225
Ketchum, ID 83340

Article VI

The mailing address of the corporation shall be 4150 B Black Oak Dr., Hailey, ID 83333.

Article VII

The corporation shall have all powers enumerated under the General Business Corporations law, and those set forth in the Bylaws of the corporation and shall be managed by the Board of Directors, who shall also have the following powers, not limited by specification as follows:

- (a) To hold meetings, to have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such place, whether within or without the State of Idaho, as may from time to time be designated by the Board.
- (b) To make, alter, and repeal Bylaws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal Bylaws.
- (c) To determine whether and to what extent and places and under what conditions and regulations

IDaho SECRETARY OF STATE
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accounts and books of the corporation, or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Idaho or as authorized by the Board.

- (d) To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of capital or, in case there shall be no such excess, out of the net profits for the fiscal year then current or the proceeding fiscal year, and to direct the use and disposition of such assets in excess of capital and of such net profits, all in accordance with the provisions of the laws of the State of Idaho.
- (e) To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.
- (f) To make any lawful disposition of any paid-in or capital surplus, or create any reserves out of the same, or charge to the same organization expenses properly chargeable to capital account.
- (g) To use or apply any funds of the corporation lawfully available therefore for the purchases or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.
- (h) From time to time and in such manner and upon such terms and conditions as may be determined by the board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plans for:
 - I. the issue or the purchase and sale of its capital stock or granted of options therefore to any or all employees, officers, or directors of the corporation or of any subsidiaries, and the payment of such stock in installments of at one time, with or without the right to vote thereon pending payment therefore in full, and for aiding any such persons in paying for such stock by contribution, compensation for services or otherwise;
 - II. the participation by any or all of the employees, officers, or directors of the corporation or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses, and
 - III. the furnishing to any or all of the employees, officers, or directors of the corporation or any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness, or death, pensions during old age, disability, or

unemployment, or retirement benefits.

- (i) From time to time to authorize and issue obligations of the corporations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility or otherwise, with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging or, granting a security interest in, or pledging or as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

Article VIII

The number of directors of the corporation shall be fixed from time to time by its Bylaws and may be increased or decreased as therein provided.

Article IX

The names and addresses of the initial Board of Directors until the first annual meeting of stockholders or until successors are elected and shall qualify are:

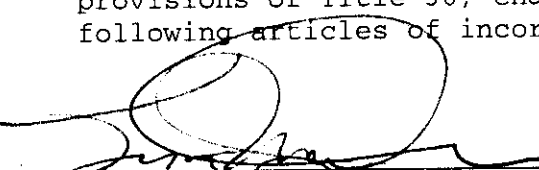
Bill McDorman
PO Box 4619
Ketchum, ID 83340

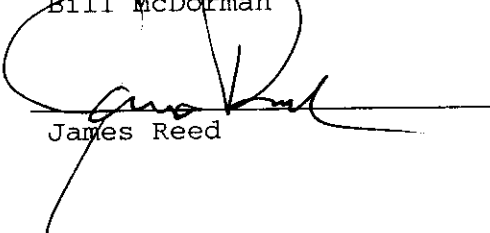
Kelley Weston
117 Blackfeet Rd.
Hailey, ID 83333

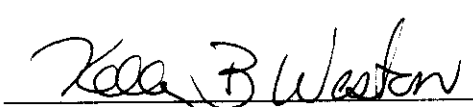
James Reed
PO Box 1024
Hailey, ID 83333

John Caccia
PO Box 4225
Ketchum, ID 83340

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submit the following articles of incorporation to the Secretary of State.


Bill McDorman


James Reed


Kelley Weston


John Caccia