

FILED/EFFECTIVE

**Articles of Incorporation of
Infinity Wellness Building, Inc.**

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To the Secretary of State of the State of Idaho, the undersigned, in order to form a corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following Articles:

Article I. Name

The name of this corporation is the Infinity Wellness Building, Inc.

Article II. Close Corporation Status

This corporation is a close corporation. All of the issued shares of stock of the corporation of all classes will be held of record by not more than seventy-five (75) persons.

Article III. Purposes

The purpose of the corporation is to conduct any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article IV. Registered Office; Registered Agent

The address of the corporation's initial registered office in Idaho is 1001 N. 27th Street, Boise, Idaho 83702 and the name of the corporation's initial registered agent at that address is Terri Gibbs.

Article V. Authorized Shares

The corporation is authorized to issue 100,000 shares of common stock at \$10 par value each.

Article VI. Initial Incorporator

The initial incorporator is Terri Gibbs and the incorporator's address is 1001 N. 27th Street, Boise, Idaho 83702.

Article VII. Preemptive Rights

Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

Article VIII. Board of Directors

All corporate powers shall be exercised by or under the authority of, and the

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business affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be one, and the name and address of the person to serve as the initial director until the first annual meeting of the shareholders or until the successors are elected and qualified are:

Terri Gibbs and the address of the initial director is 1001 N. 27th Street, Boise, Idaho 83702.

Article IX. Right of First Refusal; Restrictions on Eligible Transferees

It is expressly provided that no person will be eligible to be a shareholder of this corporation except the original shareholders, their heirs, or persons designated by the board of directors.

It is also made a part of the contract of subscription to shares of this corporation, for the purchase of stock by each subscriber or purchaser, that, in order to carry out the provisions of this section, every shareholder, before selling the stock belonging to him/her, will offer to sell the stock to the corporation at the fair book value of the stock at the time the offer is made, and in case of disagreement as to what book value is at the time the offer is made, the matter in dispute will be arbitrated in the manner provided in the bylaws.

Any attempted sale of stock to a person or persons ineligible to own stock in this corporation will be void.

The corporation reserves the right to purchase at the book value any share or shares of stock which may by any means or method become the property of persons, corporations, or associations ineligible to be shareholders in this corporation.

The provisions of this section will be printed on the face of, and be a part of, each and every certificate of stock issued by this corporation.

Executed by the undersigned on this 24 day of December 2000.

By: Terri Gibbs
Terri Gibbs