

**ARTICLES OF INCORPORATION  
OF  
The M G M Foundation, Incorporated**

Pursuant to the Idaho Business Corporation Act (as amended from time to time, the "Act"), the undersigned incorporator adopts the following articles of incorporation:

**ARTICLE I  
Name of Corporation**

The name of the corporation is The M G M Foundation, Incorporated.

**ARTICLE II  
Authorized Shares**

The corporation is authorized to issue 100 shares of common stock.

**ARTICLE III  
Liability of Directors**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article III shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs before the effective date of such amendment.

**ARTICLE IV  
Registered Office and Agent**

The street address of the initial registered office of the corporation is 3554 N. 39th Street, Boise, Idaho, 83703, the mailing address is 3554 N. 39th Street, Boise, Idaho, 83703, and the name of the initial registered agent of the corporation at that address is Rhonda Gibson.

**ARTICLE V  
Address for Notices**

The mailing address of the corporation where the Corporation Division may mail notices is 3554 N. 39th Street, Boise, Idaho, 83703.

**ARTICLE VI  
Incorporator**

The name of the incorporator of the corporation Asset Protection Firm, whose address is 12554 W

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Bridger St. #120, Boise, Idaho, 83713.

## ARTICLE VII Shareholders' Consent

Any action required or permitted by the Idaho Business Corporation Act to be taken at a shareholders' meeting, may be taken without a meeting if the action is taken, in accordance with the Idaho Business Corporation Act, by shareholders having not less than the minimum numbers of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

## ARTICLE VIII Permissive Indemnification

The corporation may indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or served at the request of the corporation as a director, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. This article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries included in any statute, by-law, agreement, general or specific action of the board of directors, vote of shareholders, or other document or arrangement.

DATED: June 17<sup>th</sup>, 2014.



Rhonda Gibson, Incorporator  
Asset Protection Firm

Person to contact about this filing: Alexandria Kincaid  
Daytime Telephone: 208-345-6308

IDAHO SECRETARY OF STATE  
06/17/2014 05:00  
CK:1981678 CT:172099 BH:1429576  
1@ 30.00 = 30.00 CONVERSION #2

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**FILED EFFECTIVE**

**STATEMENT OF CONVERSION**

2014 JUN 17 PM 3: 51

SECRETARY OF STATE  
STATE OF IDAHO

1. Converting Entity:  
The M G M Foundation, Incorporated  
Ada County, Idaho  
General Non Profit Corporation
2. Converted Entity:  
The M G M Foundation, Incorporated  
Ada County, Idaho  
For Profit Corporation
3. Effective date of conversion is to be upon filing.
4. The Converting entity is a domestic filing entity, and the plan of conversion was approved with part 4 of the Idaho Entity Transactions Act.
5. The Converted entity is a domestic filing entity, and the text of its public organic document is shown in the attached certificate.

Converting Entity: The M G M Foundation, Incorporated

By: 

Rhonda Gibson, President & Director

IDAHO SECRETARY OF STATE

06/17/2014 05:00

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