

FILED EFFECTIVE

OCT 15 PM 1:53

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
of
VELVET ROPE, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Idaho, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Velvet Rope, Inc..

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Virgil Allbrey

1312 East Franklin
Ada County
Boise, ID 83712

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ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Virgil Albery
1312 East franklin
Boise, ID 83712

Cynthia Mignanelli
1312 East Franklin
Boise, ID 83712

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

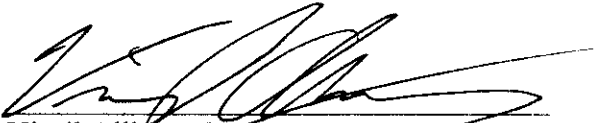
ARTICLE VII OTHER PROVISIONS


Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Virgil Allfrey, Incorporator
1312 East Franklin
Boise, ID 83712


Cynthia Mignanelli, Incorporator
1312 East Franklin
Boise, ID 83712