



**CERTIFICATE OF INCORPORATION
OF**

GUY'S & GAL'S DATING SERVICE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **June 28, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zula*

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ARTICLES OF INCORPORATION

OF

GUY'S & GAL'S DATING SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is GUYS & GAL'S DATING SERVICE, INC.

II.

The purposes for which the Corporation is organized are:

1. To offer professional services to the public for the purpose of providing assistance to single adults of legal age in locating suitable single adults of the opposite sex as a companion and dating partner.

2. To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

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III.

This Corporation shall have all the power, authority, and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend in its corporate name.
2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
3. To purchase, lease, use, and dispose of all machinery, tools, and apparatus necessary or convenient in and about the prosecution of its business.
4. To purchase, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, wherever situate.
5. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.
6. To purchase, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental

district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without this state.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.

13. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

14. To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence.

V.

The location of the initial registered office of the corporation is 416 South Fifth, Suite B, Pocatello, Idaho, 83201, and Billie May Doyle shall serve as the initial registered agent of the corporation at the foregoing address. The location, post office address, or the registered agent may be changed from time to time as the board of directors direct.

VI.

The aggregate number of shares of which the corporation shall have authority to issue is 5,000 common shares without par value.

VII.

There shall be no Board of Directors as provided in Idaho Code 30-1-35. The business and affairs of the corporation shall be managed by the officers of the Corporation who shall have all powers and duties that otherwise would be conferred or imposed upon the Board of Directors under the Idaho Business Corporation Act.

IX.

The name and post office address of the president and general manager of the Corporation, who shall serve until the first meeting of shareholders, or until her successor has been

duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Billie May Doyle	820 West Young Pocatello, Idaho 83201

X.

The name and post office address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Billie May Doyle	820 Young Pocatello, Idaho 83201

IN WITNESS WHEREOF, I have hereunto set my hand this

19th day of June, 1991.

Billie May Doyle
Billie May Doyle

STATE OF IDAHO)
) ss
County of Bannock)

On this 19th day of June, 1991, before me, personally appeared BILLIE MAY DOYLE known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Brenda Finold
Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission expires: 7/92