

FILED EFFECTIVE

**Articles of Incorporation
Of
Unex Capital, Inc.**

10 MAY 10 PM 1:03

SECRETARY OF STATE
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 of incorporation to the Secretary of State.

**Article I
Name**

The name of the corporation shall be "Unex Capital, Inc."

**Article II
Purpose and Powers**

The purpose for which this corporation is organized is:

- (i) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (the "Act");
- (ii) To do everything necessary, proper, advisable, or convenient for the conduct of said business;
- (iii) To do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

The corporation shall have and may exercise all powers:

- (i) Necessary or convenient to effect its purpose, including but not limited to, the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented;
- (ii) To buy, sell, hold, acquire, own, mortgage, hypothecate, transfer, lease, exchange, trade or otherwise acquire or dispose of real and personal property and otherwise do all acts and things necessary or convenient in or about the conduct, management and carrying on of such activities, object and purposes, and to make, perform and carry out such contracts and agreements for any lawful purpose, to the same extent and as fully as natural persons might or could do, and to perform and carry out its business as principal, agent, trustee or otherwise, either alone or in conjunction with any other person, firm, association, corporation, and with agencies, departments and officers of state, municipal and/or federal government, or other political or governmental entities or institutions;
- (iii) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, state, municipality, government, or other subdivision, district, department, agency or instrumentality thereof.

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Article III Duration

The period of duration of the Corporation is perpetual or until such time as the Board of Directors files Articles of Dissolution.

Article IV Authorized Shares

Shares of the Corporation shall be subject to the following:

- (i) The aggregate number of shares of common stock the Corporation is authorized to issue is 30,000. The stock shall have \$100 par value;
- (ii) The holders of the stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, property, or shares of the capital stock of the Corporation;
- (iii) The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses or conducting business of the Corporation;
- (iv) The entire voting power for the election for the Board of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Article V Preemptive Rights

Shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of the Corporation, whenever now or hereafter authorized, or to obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

Article VI Registered Agent

The address of the registered office of the Corporation is 921 S. Orchard Street, Suite G Boise, ID 83705 and the name of its registered agent is InCorp Services, Inc..

Article VII Incorporator

The name of the incorporator is Nathan B. Davis and the address of the incorporator is 483 E Huckleberry Ct. Kuna, ID 83634.

Article VIII Mailing Address

The initial mailing address of the Corporation shall be 483 E Huckleberry Ct. Kuna, ID 83634.

Article IX Liability

To the full extent permitted by law, no director shall be liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take action, as a director of the Corporation, except liability for:

- (i) The amount of financial benefit received by a director to which he is not entitled;
- (ii) An intentional infliction of harm to the Corporation or the shareholders;
- (iii) A violation of Idaho Code Section 30-1-833, or the corresponding section of any future Idaho code;
- (iv) An intentional violation of civil or criminal law.

Article X Indemnity

In furtherance and not in limitation of the indemnification powers conferred by the Act, and the objects and purposes set forth here, it is expressly provided that, to the full extent permitted by law, the Corporation shall, and is hereby obligated to, indemnify any person, or their heirs, executors, or administrators of such person, who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including but not limited to, actions by or in right of corporation, by reason of any action taken or failure to take any action as a director of the Corporation, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled;
- (ii) An intentional infliction of harm to the Corporation or the shareholders;
- (iii) A violation of Idaho code Section 30-1-833, or the corresponding section of any future Idaho code;
- (iv) An intentional violation of civil or criminal law.

Prior to making any indemnification, the corporation shall make, or cause to be made, such determinations or decisions, following such procedures or methods, as are required by law.

**Article XI
Amendments**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

I, Nathan B. Davis, the incorporator and organizer, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are accurate and true, have hereunto set my name this 10th day of May, 2010.



05/10/2010

Nathan B. Davis

Date