

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KID'S BOW-T-IQUE INCORPORATED

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: **September 26, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

SEP 26 2 28 PM '90
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
KID'S BOW-T-IQUE INCORPORATED**

I, the undersigned, a natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Idaho Business Corporation Act, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 26th day of September 1990.

ARTICLE 1 - NAME

The name of the Corporation is: Kid's Bow-T-ique Incorporated.

ARTICLE 2 - DURATION

The period of duration of this Corporation is perpetual.

ARTICLE 3 - PURPOSES

The nature of the business, and the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do and in any part of the world, viz:

A. To invest in all forms of investments, including real and personal property, stocks and bonds, debt instruments, including, but not limited to the development of venture capital opportunities for its shareholders.

B. To engage in business, related or unrelated, to that described above and from time to time authorized or approved by the Board of Directors of this Corporation;

C. To act as partner or joint venturer in any other legal capacity in any transaction;

D. To have and exercise any and all rights and powers from time to time granted to a corporation by the laws of the State of Idaho;

E. To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any joint venture or other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, entity, person, syndicate, or governmental body, domestic or foreign;

F. To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the objectives herein enumerated, or which shall at any time appear conducive to, or expedient to promote the interest of the Corporation, or to enhance the value of its properties as authorized under the laws of the State of Idaho;

The objects and purposes specified herein shall be regarded as independent objects and purposes and shall not be limited or restricted by reference to, or inference from the terms of any other clause of these Articles of Incorporation.

ARTICLE 4 - CAPITALIZATION

The total number of shares of all classes of stock which the corporation shall have the authority to issue is Fifty Million (50,000,000) shares, consisting of Fifty Million (50,000,000) Common Voting Shares each having a par value of one-tenth of a cent (\$0.001) ("Common Stock").

(A) COMMON STOCK

Section 1. Voting Rights. Except as otherwise required by law or as otherwise provided herein, the holders of the shares of Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stock holders of the corporation.

Section 2. Preferential Liquidation Rights. Upon the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the holders of the Common Stock shall have preference over the Officers and Directors of the Corporation and

shall be entitled to receive any funds in excess of the debts and obligations of the Corporation. Such funds shall be paid to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

Section 3. Dividends. Dividends may be paid on the Common Stock as and when declared by the Board of Directors, in the form of cash, securities instruments, or assets of the Corporation. Such dividends shall be paid to the holders of Common Stock on the basis of the number of shares of Common Stock held by each of them.

ARTICLE 5 - INITIAL CAPITALIZATION

The Corporation will not commence business until at least one thousand dollars (\$1,000.) has been received by it as consideration in the form of cash or property for issuance of the shares.

ARTICLE 6 - PRE-EMPTIVE RIGHTS

Shareholders shall have pre-emptive rights to acquire all securities of this Corporation, except as dictated, as per the bylaws of this corporation.

ARTICLE 7 - INTERNAL AFFAIRS

The regulation of internal affairs of the Corporation shall be governed by the Bylaws of the Corporation.

ARTICLE 8 - REGISTERED OFFICE AND AGENT

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

Name of Agent
Deborah Laycock

Address of Registered Office
1140 Colorado
Boise, Idaho 83706

ARTICLE 9 - INCORPORATOR / INITIAL DIRECTOR

The name and address of the incorporator/~~the~~ INITIAL DIRECTOR IS:

<u>Name</u>	<u>Address</u>
Deborah Laycock	1140 Colorado Boise, Idaho 83706

ARTICLE 10 - LIMITED LIABILITY

The capital stock of this Company shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations, or liabilities of this Corporation. The capital stock of this Corporation shall not be assessable.

ARTICLE 11 - AMENDMENT OF THESE ARTICLES

The Corporation reserves the right to amend, alter, later change, or repeal any provisions contained in these Articles in the manner now or hereinafter prescribed by statute with the exception of amendments effecting the rights, privileges or preferences conferred on any class of stock in which case the affirmative vote of a majority of all classes of shareholders of this Corporation entitled to vote is required. All rights herein conferred are granted subject to this reservation.

ARTICLE 11 - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement before or after suit is commenced, actually and necessarily incurred by such persons in connection with the defense or settlement of any claims, action, suit or proceeding, in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to

liable for their own negligence or misconduct in the performance of their duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

DATED this 26th day of September, 1990.

Deborah Laycock
Deborah Laycock - Incorporator

I, _____, a Notary Public, an officer authorized to administer oaths, do hereby certify that Deborah Laycock, by law did personally appeared before me this day and proved to me on the basis of satisfactory evidence to be the person who signed, sealed and delivered the above and foregoing

SUBSCRIBED AND SWORN to before me this 26th day of September, 1990.

WITNESS my hand and official seal

By: _____

Notary Public in and for the State of Idaho

residing at

My commission expires: