

10 JAN 22 AM 11:01

AFTER FILING MAIL TO:

John Murray

1248 Candleridge Ct.

Boise, ID 83712

Contact for corrections: 208 342-2165

SECRETARY OF STATE
STATE OF IDAHO

PLAN OF CONVERSION

ACTION BY UNANIMOUS CONSENT
OF THE MEMBERS OF
DEAL CHIRP LLC

The undersigned hereby certify as follows:

1. The resolutions contained herein constitute a **Plan of Conversion** from an Idaho Limited Liability Company to an Idaho Business Corporation in compliance with Title 30, Corporations, Chapter 18, Idaho Entity Transactions Act, Part 4, Conversion.
2. The converting entity is Deal Chirp LLC, a domestic Idaho Limited Liability Company.
3. The converted entity is Deal Chirp, Inc., a domestic Idaho Business Corporation.
4. The resolutions contained herein declare the manner of converting the interests in the converting entity into interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing converted entity.
5. The proposed public organic document of the converted entity is attached as Exhibit A.
6. No private organic rules of the converted entity are proposed to be in the record.
7. This plan of conversion contains no terms and no conditions other than those contained herein and those terms and conditions provided by law.
8. They are all of the Members of Deal Chirp LLC, an Idaho Limited Liability Company (hereinafter called the "Company"), entitled to vote with respect to the subject matter hereof.
9. The following resolutions are consented to by the undersigned as such Members, as and for their act and act of the Company, in accordance with the Idaho Business Company Act (as amended from time to time, the "Act"):

RESOLVED, that the Members of the Company do hereby adopt the following resolutions:

Whereas the Members of the Company hereby deem it to be advisable and in the best interests of the Members and the Company to convert the Company into an Idaho business corporation; and,

Whereas the Members of the Company do desire and intend to convert the Company into an Idaho Business Corporation; and,

Whereas Title 30, Corporations, Chapter 18, Idaho Entity Transactions Act, Part 4, Conversion requires a plan of conversion; and,

Whereas the plan of conversion must be approved by the converting domestic entity; and,

Whereas each Member of the Company holds equal membership interests in the Company; and

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Whereas the Members of the Company hereby deem it to be advisable and in the best interests of the Members and the Company that all property of the converting entity continues to be vested in the converted entity without transfer, conveyance, assignment, reversion or impairment and that all liabilities of the converting entity continue as liabilities of the converted entity and that, except as provided by law other than this chapter or the plan of conversion, all of the rights, privileges, immunities, powers, and purposes of the converting entity remain in the converted entity;

Therefore be it

RESOLVED each and all of the undersigned Members does desire and intend to convert the Company into an Idaho Business Corporation, and

RESOLVED that the resolutions herein constitute the Company's plan of conversion to an Idaho Business Corporation, and

RESOLVED that the Members of the Company approve the Company's plan of conversion to an Idaho Business Corporation, and

RESOLVED that name of the converted entity is Deal Chirp, Inc., and

RESOLVED that the converted entity shall issue an equal number of shares to each of the shareowners who were Members of the Company, and

RESOLVED that all property of the converting entity continues to be vested in the converted entity without transfer, conveyance, assignment, reversion or impairment and that all liabilities of the converting entity continue as liabilities of the converted entity and that, except as provided by law other than this chapter or the plan of conversion, all of the rights, privileges, immunities, powers, and purposes of the converting entity remain in the converted entity; and,

RESOLVED, FURTHER, that the Members of the Company be, and each acting alone is, hereby authorized, empowered and directed, for and on behalf of this converting company, to take or cause to be taken any and all actions, including, without limitation, the execution, acknowledgement, filing, amendment and delivery of any and all papers, agreements, documents, instruments and certificates, and the payment of such sums, as such Managers may deem necessary or advisable to carry out and perform the terms of the conversion plan herein and consummate the transactions contemplated herein.

3. This certificate shall be deemed to be fully executed and delivered when each of the undersigned has executed at least one counterpart, but not necessarily the same counterpart, hereof.
4. The undersigned have executed this certificate effective as of the 22nd day of January 2010.

MEMBERS:


David Murray


Brian Cronin

Exhibit A

AFTER FILING MAIL TO:
David Murray
4428 W. Farm View Rd.
Boise, ID 83714-9337
Contact for corrections: 208 340-3496

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF
DEAL CHIRP, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation.

Article 1: The name of the corporation is Deal Chirp, Inc.

Article 2: The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

Article 3: The aggregate number of shares that the corporation shall have authority to issue is 10,000,000 shares, at no par value per share.

Article 4: The address of the initial registered office of the corporation is 223 North 6th Street, Suite 310, Boise, Idaho 83702. The name of the registered agent is David Murray.

Article 5: The name and address of the incorporator is:

Name	Address
David Murray	4427 Farm View Rd. Boise, Idaho 83714-9337

Article 6: The mailing address of the corporation shall be:

223 North 6th Street, Suite 310, Boise, Idaho 83702

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Article 7: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the individual who will serve as the director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

Name	Address
David Murray	4427 4427 Farm View Rd, Boise, Idaho 83714-9337

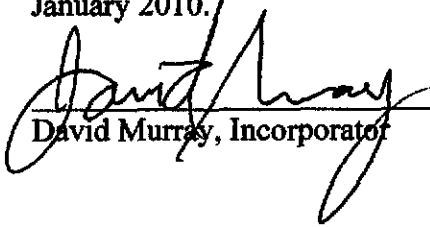
Article 8: There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely the elimination of liability, right or protection of a director of the corporation with respect to any breach act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

Article 9: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the

power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

In witness whereof, I have subscribed these Articles of Incorporation this 22nd day of

January 2010.



David Murray, Incorporator