

FILED EFFECTIVE

Filed at the Request of:

Cheryl W. Thompson
HOLLAND & HART LLP
P.O. Box 2527
Boise, ID 83701-2527

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2015 DEC 31 AM 10:45
SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

OF

OPTS IDEAS, INC.
(a California corporation)

WITH AND INTO

OPTS IDEAS, INC.,
(an Idaho corporation)

Pursuant to the provisions of Section 30-22-205 of the Idaho Model Entity Transactions Act (the "Act"), Opts Ideas, Inc., an Idaho corporation, adopts the following Statement of Merger for the purpose of the following merger:

FIRST: The name, jurisdiction of organization, and type of the merging entity is: Opts Ideas, Inc., a California corporation.

SECOND: The name, jurisdiction of organization, and type of the surviving entity is: Opts Ideas, Inc., an Idaho corporation.

THIRD: This Statement of Merger will be effective at 12:01 a.m. on January 1, 2016.

FOURTH: The Agreement and Plan of Merger has been approved by the merging entity and the surviving entity in accordance with the Act.

FIFTH: A true and correct copy of the Articles of Incorporation of the surviving entity is attached hereto as **Exhibit A** and incorporated herein by this reference and said

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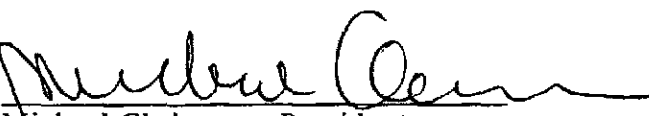
Articles shall be the Articles of Incorporation of the surviving entity until changed or amended as provided by law.

DATED this 1st day of January, 2016.

OPTS IDEAS, INC.,
an Idaho corporation

By: 
Michael Christman, President

OPTS IDEAS, INC.,
a California corporation

By: 
Michael Christman, President

IDAHO SECRETARY OF STATE
12/31/2015 05:00
CK:PREPAID CT:2105 BH:1506467
1@ 30.00 = 30.00 STMT MERGE #6
1@ 20.00 = 20.00 EXPEDITE C #7

EXHIBIT A
ARTICLES OF INCORPORATION
(Attached)

8305335_1.DOC

AFTER FILING RETURN TO:

Cheryl W. Thompson
Holland & Hart LLP
P.O. Box 2527
Boise, ID 83701-2527

ARTICLES OF INCORPORATION**OF****OPTS IDEAS, INC.**

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

FIRST: The name of the corporation is Opts Ideas, Inc.

SECOND: 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.

THIRD: The corporation shall issue one class of stock and the aggregate number of shares, no par value, that the corporation shall have authority to issue is 100,000 shares of common stock.

FOURTH: The address of the initial registered office of the corporation is 455 W. Main Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Lisa Holland.

FIFTH: The name and address of the incorporator is:

Name	Address
Michael Christman	455 W. Main Street Boise, Idaho 83702

SIXTH: The mailing address of the corporation shall be: 455 W. Main Street, Boise, Idaho 83702.

SEVENTH: 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 sole director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Name	Address
Michael Christman	455 W. Main Street Boise, Idaho 83702

EIGHTH: 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 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 any 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.

NINTH: 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 as 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, we have subscribed these Articles of Incorporation
this 1st day of January, 2016.


Michael Christman, Incorporator

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