

FINED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
BT & AS Incorporated**

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SECRETARY OF STATE
STATE OF IDAHO
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That we, Marion B. Ballew of Fayette, Howard County, Missouri, and Andrew J. Fink IV of Boise, Ada County, Idaho all being of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I

That the name of said corporation is: **BT & AS Incorporated**

ARTICLE II

That the purposes for which said corporation is formed are as follows:

To develop and implement various shooting games.

To invest, design, distribute, produce and qualify all of the above.

To engage in and carry on and conduct a general operation to fulfill the above.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation;

To acquire, hold, possess, and own patents and copyrights, improvements, and franchises, or to acquire licenses under such patents and copyrights for the design, distribution and sale of any and all improvements thereon or articles of any nature, and to beneficially use rights under such patents and copyrights by vending said patents or copyrights or rights or licenses thereunder;

To borrow money and to issue bond, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge and/or lease real and personal property of every kind, whether or not the same is used in connection with any of the foregoing, and

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corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code Annotated, as amended; and

To exercise and perform any and all of the herein/before mentioned and described powers, objects and matters, within and/or without the State of Idaho.

ARTICLE III

That the duration of said corporation shall be perpetual.

ARTICLE IV

That the location and post office address of the registered office of said corporation in Idaho shall be 919 Harrison Blvd., Boise ID Boise, ID 83702. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation. Registered agent is Andrew J. Fink IV.

ARTICLE V

That classes of stock are authorized: (A) That the authorized common stock shares of said corporation shall be twenty million shares (20,000,000) shares of no par value. Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation. (B) The Board Of Directors is expressly vested authority to issue shares of common stock in series and to create and issue rights or options entitling the holders of any of the corporation's securities to purchase from the corporation shares stock.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall have not less than one (1) Directors. The first Board of Directors shall be two (2) in number, consisting of Andrew J. Fink IV (Chairperson) and Marion B. Ballew who shall serve until the majority of paid up shareholders votes for new directors. The officers of the Corporation shall be determined by the Board of Directors but must be approved by a majority share of the paid up voting stock owners. The initial officers of the

corporation shall be Marion B. Ballew (President), Andrew J. Fink IV (Executive Vice-President and Secretary).

ARTICLE VII

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws;

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation but must be approved by a majority of the shareholders.

ARTICLE VIII

That the names and post office addresses of the incorporators of said corporation and the number of shares there in considered as owned and paid up by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES OWNED & PAID</u>
Marion B. Ballew	2213 State Route W, Fayette, MO 65248	5,100,000
Andrew J. Fink IV	919 Harrison Blvd. Boise, Idaho 83702	5,100,000

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE X

Liability of a director to the corporation and its shareholders for money damages for any action taken, or any failure to take any action is hereby eliminated, except liability as defined by the Idaho Business Corporation Act.

ARTICLE XI

It is understood that the corporation, upon a proper consent of the shareholders, may if they desire, structure to qualify as a Sub-Chapter S corporation pursuant to the applicable law thereto.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this day of August 31, 2003.


Andrew J. Fink IV


Marion B. Ballew