

FILED EFFECTIVE

ARTICLES OF INCORPORATION OF
BGS Enterprises, Inc.
an Idaho Corporation

The undersigned natural person(s) acting as incorporator(s) of a Corporation, hereinafter referred to as "CORPORATION" under the provisions of Title 30, Idaho Code, known as the Idaho Business Corporation Act, (this Code as amended from time to time is referred to herein as the "CODE"), adopts the following ARTICLES OF INCORPORATION:

ARTICLE 1

NAME

The name of the Corporation is BGS Enterprises, Inc.

ARTICLE 2

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 3

PURPOSES AND POWERS

Section 3.01. **PURPOSES.** The purposes for which this Corporation is organized are as follows:

CLAUSE (a). To engage in business for the purposes of profit, including but not limited to the development and retail sale of software, merchandise and other products associated with "Sexual Intellectual TM".

CLAUSE (b). In furtherance of and not in limitation of the general powers conferred by the Laws of the State of Idaho, it is expressly provided that this Corporation shall also have the following powers:

1. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation, provided that money or property of the Corporation shall not be used for the purchase of shares of its own stock when use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly on any share of its own stock which it may hold.

2. To borrow money and give security therefore.

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3. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, association, corporation, or any government, municipality, or public authority, domestic or foreign.

4. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this Corporation, or which is calculated directly or indirectly to promote the welfare of interests of the Corporation or enhance the value or render profitable any of its properties or rights.

5. To do any and all things in this article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, either alone or in the company with others.

CLAUSE (c). AUXILIARY PURPOSES. To do everything necessary, proper, advisable, or convenient, for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Code, by other law, or by these ARTICLES OF INCORPORATION.

SECTION 3.02. POWERS. The Corporation, subject to any specific written limitations or restrictions imposed by the Code or by these ARTICLES OF INCORPORATION, shall have and exercise the following powers:

CLAUSE (a). STATUTORY POWERS. To have and exercise all the powers specified in the Code.

CLAUSE (b). ENTRY INTO PROFIT SHARING ARRANGEMENTS AND PARTNERSHIPS. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic Corporation or foreign Corporation, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships.

CLAUSE (c). GUARANTIES. To make any guaranty respecting stock, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign Corporations, associations, partnerships, individuals, or other entities.

CLAUSE (d). CONSTRUCTION OF POWERS. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

SECTION 3.03. CARRYING OUT OF PURPOSES AND EXERCISE OF POWERS IN ANY JURISDICTION. The Corporation may carry out its purposes and exercise its powers in any

state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any State, territory, district, or possession of the United States, or foreign country.

SECTION 3.04. DIRECTION OF PURPOSES AND EXERCISE OF POWERS BY DIRECTORS. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Code or by these **ARTICLES OF INCORPORATION**, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the Shareholders of the Corporation.

SECTION 3.05. LIMITING PROVISION. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE 4

AUTHORIZED SHARES

SECTION 4.01. NUMBER. The aggregate number of shares that the Corporation shall have authority to issue is 100,000 shares of common capital stock with a par value of One Dollar, (\$1.00), per share, the same to be of one class.

SECTION 4.02. DIVIDENDS.

CLAUSE (a). SOURCE AND MEDIUM. The holders of the Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, in property, or in shares of the Capital Stock.

CLAUSE (b). LIMITATIONS UPON DIVIDENDS. No dividends shall be paid upon the Capital Stock in any medium under any of the following circumstances:

Item (i). **UNREALIZED APPRECIATION.** If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets; or,

Item (ii). **INSOLVENCY.** If the Corporation is, or is thereby rendered incapable of paying its debts as they become due in the usual course of its business.

SECTION 4.03. STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

SECTION 4.04. CUMULATIVE VOTING. At each election for directors, every holder of

the Capital Stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 5

SHARES TO BE OF ONE CLASS

The shares of the Corporation shall be of a single class of Common Capital Stock.

ARTICLE 6

NO SHARES ISSUED IN SERIES

The Corporation is not authorized to issue shares in series.

ARTICLE 7

RECEIPT OF MINIMUM CAPITAL

The Corporation will not commence business until consideration of the value of at least FIVE HUNDRED DOLLARS, (\$500.00), has been received.

ARTICLE 8

PREEMPTIVE RIGHT

SECTION 8.01. RIGHTS OF HOLDERS OF CAPITAL STOCK. The registered holders of the shares of Capital Stock shall have only a preemptive right as set forth in this article to purchase such respective equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of Capital Stock of the Corporation or securities convertible into or carrying options or warrants to purchase such shares of Capital Stock as may be issued for money from time to time, after the issue of the first ONE HUNDRED (100) shares of Capital Stock that have never previously been issued. Such preemptive right shall apply to all shares issued after the first ONE HUNDRED (100) shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation. No shares shall be issued for money to directors, officers or employees of the Corporation or to directors, officers, or employees of any subsidiary Corporation, as such, unless first offered to the holders of the Capital Stock in accordance with their preemptive right.

SECTION 8.02. DENIAL OF RIGHTS OF HOLDERS OF CONVERTIBLES. The holders of securities convertible into or carrying options or warrants to purchase shares of Capital Stock shall have no preemptive right, as such holders, to acquire any shares or securities of any class that may

at any time be issued by the Corporation.

ARTICLE 9

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

SECTION 9.01 BYLAWS. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Code or these ARTICLES OF INCORPORATION.

SECTION 9.02. TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST. Any contract or other transaction between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

SECTION 9.03. INDEMNIFICATION AND RELATED MATTERS.

CLAUSE (a). POWER TO INDEMNIFY-THIRD PARTY ACTIONS. The Corporation shall have power to indemnify any 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith, and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, or had reasonable cause to believe that his conduct was unlawful.

CLAUSE (b). POWER TO INDEMNIFY-ACTION BROUGHT IN THE RIGHT OF THE CORPORATION. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

CLAUSE (c). RIGHT OF INDEMNIFICATION. To the extent that a director, officer or employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Clauses (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

CLAUSE (d). DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Any indemnification under Clauses (a) and (b) (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

CLAUSE (e). ADVANCEMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Clause (d) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

CLAUSE (f). SAVINGS CLAUSE. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

CLAUSE (g). INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

SECTION 9.04. REMOVAL OF DIRECTORS. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a 2/3 majority of the shares then entitled to vote at an election of directors. No one of the directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election to receive notice of or a hearing with respect to his removal.

SECTION 9.05. AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend the ARTICLES OF INCORPORATION in any manner now or hereafter permitted by the Code, except no amendment shall be made to Section 4.03, 9.04 and 11.03 of these ARTICLES OF INCORPORATION without the written consent or affirmative vote of the holders of SIXTY SEVEN PERCENT (67%) of the issued and outstanding shares of Capital Stock.

ARTICLE 10

ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

SECTION 10.01. REGISTERED OFFICE. The address of the initial registered office of the Corporation is:

2512 Pioneer Ridge
Post Falls, Idaho 83854

SECTION 10.02. REGISTERED AGENT. The name of the initial registered agent of the Corporation, and individual in Idaho whose business office is at such address is:

Cynthia Gillig-Stone

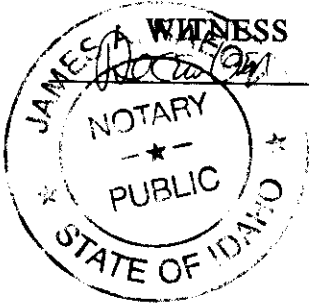
ARTICLE 11

DATA RESPECTING DIRECTORS

SECTION 11.01. INITIAL BOARD OF DIRECTORS. The initial Board of Directors shall consist of TWO (2) members who need not be residents of the State of Idaho, or shareholders of the Corporation.

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, CYNTHIA GILLIGSTONE, who, being by me first duly sworn, declare that she is the incorporator referred to in Article 12 of the foregoing Articles of Incorporation, and that he signed these Articles as such and that the

statements contained therein are true.



WITNESS MY HAND AND NOTARIAL SEAL THIS 9th DAY OF October, 2004.

James A. Wilson
NOTARY PUBLIC FOR IDAHO

RESIDING AT: 6050-4th, Rich
MY COMMISSION EXPIRES: 8/14/05

STATE OF CALIFORNIA)

) ss.

County of _____)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, GEORGE LARRY BUTLER, who, being by me first duly sworn, declare that he is the incorporator referred to in Article 12 of the foregoing Articles of Incorporation, and that he signed these Articles as such and that the statements contained therein are true.

WITNESS MY HAND AND NOTARIAL SEAL THIS ____ DAY OF _____, 2004.

(SEE ATTACHED)

NOTARY PUBLIC FOR IDAHO

RESIDING AT:

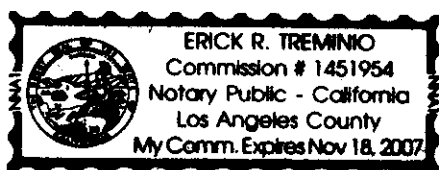
MY COMMISSION EXPIRES:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of CALIFORNIA } ss.

On DECEMBER 17, 2004 before me, ERICK R. TREMINIO, Notary Public
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")
personally appeared GEORGE LARRY BUTLER
Name(s) of Signer(s)

☒ personally known to me
☒ proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Articles of Incorporation
Document Date: DECEMBER 9, 2004 Number of Pages: 9
Signer(s) Other Than Named Above: CYNTHIA GILLIS - STONE

Capacity(ies) Claimed by Signer

Signer's Name: GEORGE LARRY BUTLER
☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☒ Other: INCORPORATOR

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
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