

FILED EFFECTIVE
STATEMENT OF DOMESTICATION
FOR
ADH VENTURES, INC.

2013 SEP 16 PM 4:02

SECRETARY OF STATE
STATE OF IDAHO

1. ADH Ventures, Inc., organized under the laws of the State of Missouri, as a corporation (the "Corporation"), is the domesticating entity.
2. ADH Ventures, Inc. will become a domesticated corporation in the State of Idaho.
3. The domestication shall be effective upon filing.
4. A Plan of Domestication was approved in accordance with the laws of the State of Missouri, for domesticating a Missouri corporation as an Idaho corporation. A copy of the Articles of Incorporation in the State of Idaho of the Corporation is attached hereto as Exhibit "A."

DATED at BOISE, Idaho, this 11th day of September, 2013.

By:



Derek Walz
President

IDAHO SECRETARY OF STATE
09/16/2013 05:00
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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
STATE OF IDAHO

ADH VENTURES, INC.

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is ADH Ventures, Inc. (the "**Corporation**").

**Article 2
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**Article 3
SHARES**

3.1 Capital Stock. The Corporation is authorized to issue one class of capital stock to be designated as "**Common Stock**". The total number of shares of Common Stock which the Corporation shall have the authority to issue is ten-thousand (10,000) shares, with no par value per share.

3.2 Treasury Shares.

3.2.1 Common Stock. Unless a resolution of the Board of Directors provides that reacquired Common Stock shall constitute authorized but unissued shares of Common Stock, any shares of Common Stock reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means) shall be Common Stock treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of Common Stock of the Corporation.

3.3 Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

**Article 4
NOTICE OF MEETINGS AND VOTING**

4.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Amended and Restated Bylaws of the Corporation.

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4.2 Voting. Each outstanding share of Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

4.3 Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

Article 5 REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 12641 N. Humphreys Way., Boise, ID 83714. The name of the registered agent at such address is Derek Walz.

Article 6 BOARD OF DIRECTORS

6.1 Board of Directors. The number of directors constituting the Board of Directors of the Corporation will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is one (1). The initial Board of Directors shall be Derek Walz.

6.2 Term of Office. Each Director shall hold office until the next annual meeting of the Shareholders and until the Director's successor is elected and qualified, or until the Director's death, resignation, or removal.

Article 7 LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, as amended, or (iv) an intentional violation of criminal law. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

Article 8 INDEMNIFICATION

8.1 Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment). Without limitation of the foregoing, the Corporation shall indemnify a director

against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the Corporation or the shareholders, (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

8.2 Accrual of Rights. Any repeal or modification of this Article 8 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article 9

INCORPORATOR

The name of the incorporator is Derek Walz. The address of the incorporator is 12641 N. Humphreys Way, Boise ID 83714.

By: _____

Derek Walz

Incorporator