

**ARTICLES OF INCORPORATION  
OF  
PROBASCO DIVERSIFIED INCORPORATION**

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SECRETARY OF STATE  
STATE OF IDAHO

**KNOW ALL MEN BY THESE PRESENTS** that we, the undersigned citizens and residents of the United States of America and the State of Idaho and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify, and file this certificate and Articles of Incorporation for the purpose as follows:

**Article I - NAME OF CORPORATION**

The name of this corporation shall be and in Probasco Diversified Incorporated

**Article II - PURPOSE**

The purpose and powers of the corporation shall be:

To own, establish, conduct, operate, lease, and otherwise acquire and carry on the business of Probasco Diversified Incorporated also abbreviated and known as PDI

To develop, operate and grow a business to provide land improvement, domestic animal awareness, human awareness, care, improvement and growth, provide for new invention development, marketing, and sale as well as other projects, purpose, or business the board of directors may choose viable for future business growth.

To transact any and all lawful business for which the corporation may be incorporated within and under the laws of the state of Idaho and the Idaho Business Corporation Act.

To allow the business to be developed in the manner in which the board of directors sees appropriate and prudent allowing for the investment borrowing of money and to incur indebtedness as may be deemed appropriate to meeting the continuing operation and future development of the business.

To purchase, lease as lessee and otherwise acquire, hold, maintain, develop, and operate any physical property, personal property or assets of any kind and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of any physical personal property or assets as approved by the management and board of directors in the development of the corporation.

The purposes specified herein and enumerated in this Article shall be construed as both powers and purposes of this corporation, and the enumeration of specific

powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like or unlike nature. To engage in any or all the purposes or powers described in the articles.

### **Article III – Corporation Existence**

The term of existence of this corporation shall be perpetual.

### **Article IV – Principle Place of Business**

The location of the corporation's registered office in this state is Idaho. The corporation may also maintain offices at such other place or places in the state of Idaho and United States as the Board of Directors may from time to time decide. The post office address of the registered office shall be 3009 East 3400 North; Twin Falls, Idaho 83301.

The operation and business of this corporation shall be carried out near the city of Twin Falls, County of Twin Falls, State of Idaho and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

The initial registered agent for the corporation shall be Kelly Probasco and the address is 3009 East 3400 North; Twin Falls, Idaho 83301.

### **Article V – Capital Stock**

This company is a stock company chartered under the laws of the State of Idaho. The amount of capital stock of this corporation shall consist of Two million (2,000,000) shares of common stock with no par value.

### **Article VI – Management**

The management of this corporation shall be vested in a Board of Directors. The directors shall be elected at the annual meeting of the stockholders and the number of directors to serve shall be elected and decided at the annual meeting of stockholders as provided in the bylaws and in the manner and method therein provided.

The number of directors constituting the initial Board of Directors of the corporation shall be five (5) who are to serve as directors until the first annual meeting of the shareholders or until their successors shall have been elected and qualified and who are named as follows:

Rob Probasco – CEO  
Kelly Probasco - President  
Ian Probasco – Vice President/Treasurer  
Aryn Probasco – Vice President/Secretary  
Caitlyn Probasco – Vice President/Assistant Secretary

The meeting of the Board of Directors may be held at the principal office of the corporation in this state or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum and the act of the majority of the directors shall be the act of the board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Not contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of capital stock of such other corporation is owned by the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be peculiarly or otherwise interested in any contract or transaction to 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 or the Board of Directors of the company which shall 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 VII – Incorporators**

The name and post office address of the incorporator is Kelly Probasco; 3009 East 3400 North; Twin Falls, Idaho 83301.

All subscribers to these Articles of Incorporation are citizens of the United States and residents of the state of Idaho.

#### **Article VIII – Amendments**

The corporation may amend, alter, add to, change, or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

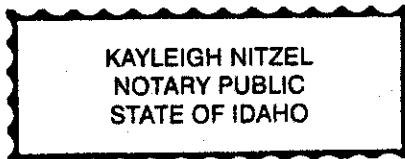
IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal  
this 31<sup>st</sup> day of March, 2006.

Kelly Probasco  
Kelly Probasco

State of Idaho           )  
                                  ):ss  
County of Twin Falls )  
State of Idaho         )

On this 31<sup>st</sup> day of March, 2006, before me, the undersigned, a Notary  
Public in and for the State of Idaho, personally appeared Kelly Probasco, known  
to me to be the person whose name is subscribed to the above and foregoing  
Articles of Incorporation and acknowledge to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal the day and year first above written.



Kayleigh Nitzel  
Notary Public for the State of Idaho  
Residing at: Twin Falls  
My commission expires: 4/20/15