

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

MCD, INC.

2008 JAN 23 PM 2:20

SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is MCD, Inc. (the "Corporation").
2. Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.
3. Registered Office and Registered Agent. The registered office of the Corporation is 372 S. Eagle Road Suite 378, Eagle, Idaho 83616, and its registered agent at that address is Michael McCabe.
- Initial Board of Directors. The names and addresses of the directors serving as the Corporation's Initial Board of Directors are: Michael McCabe at 372 S. Eagle Road Suite 378, Eagle, Idaho 83616, and Dirk McNamee at 309 Marigold, Corona Del Mar, California 92625.
4. Incorporator. The name of the incorporator is Michael McCabe and the incorporator's address is 372 S. Eagle Road Suite 378, Eagle, Idaho 83616.
5. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes.
6. 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 existing Idaho Business Corporation Act permits prior to such amendment).
7. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 17th day of January, 2008.


Michael McCabe, Incorporator

1/17/2008

Articles of Incorporation

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IDAHO SECRETARY OF STATE
01/23/2008 05:00
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