# FILED EFFECTIVE

# 08 NOV 17 PM 1: 01

SECRETARY OF STATE STATE OF IDAHO

# <u>OF</u>

ARTICLES OF INCORPORATION

# Hibernia Ventures III, Inc.

We, the undersigned, having associated ourselves together for the purpose of forming a corporation, under the general corporation laws of the State of Idaho, hereby certify:

No. 1

NAME

The name of the corporation shall be:

Hibernia Ventures III, Inc.

No. 2

## **LOCATION**

The principal office or place of business shall be located in Beaufort County, South Carolina at:

301 Central Ave. #384 Hilton Head, SC 29926

No. 3

#### <u>PURPOSE</u>

The nature or object or purpose of the business of this corporation shall be:

- a. To engage in any lawful business activity.
- b. To borrow and/or lend money with or without security.
- c. To buy, sell, lease, claim, explore for, produce, or trade in commodities of every nature, including securities, notes, bonds, mortgages, agricultural products, mining products, minerals, metals commodity futures contracts, titles to or equities in land, buildings, mining claims, oil leases, royalty interests, and options to buy or sell any or all of the foregoing.

IDAHO SECRETARY OF STATE
11/17/2008 05:00
CK: 1354 CT: 172606 BH: 1194863
1 0 100.00 = 100.00 CORP 0 5

0/80879

d. To have and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon corporations organized under the same statute as this corporation; and to have and exercise all such rights, powers and privileges as may be necessary, convenient or proper to effectuate and accomplish the objectives and purposes specified in this certificate, and said specified objectives and purposes shall not limit or restrict in any manner the powers of this corporation.

#### No. 4

# **CAPITALIZATION**

The total authorized capital stock of this corporation shall be ONE HUNDRED MILLION SHARES (100,000,000) shares of COMMON STOCK, each of which shares shall have the par value of ONE TENTH OF ONE CENT (\$0.001), totaling \$100,000.00, and TEN MILLION SHARES (10,000,000) shares of PREFERRED STOCK having a par value of ONE CENT (\$0.01), totaling \$100,000.00, such preferred shares to be designated as to class, series, dividends, preferences, limitations, restrictions on transfer, and other matters as the Board of Directors shall see fit, such that the relative rights of any such class and series are identical with those of other shares of the same class and series.

#### No. 5

# **GOVERNING BOARD**

This corporation shall be governed by at least one (1) director and not more than nine (9) directors, and the following persons are hereby appointed director to govern the affairs of this corporation from inception and for the first year of its existence, or until a stockholders' meeting is called for the purpose of electing directors;

John P. Ryan 301 Central Ave. #384 Hilton Head, SC 29926

The directors shall be elected at the annual meetings or any special meeting of the stockholders called for the purpose of electing directors, the holder of each share of common stock of this corporation shall have one vote and the majority of the stock represented at the meeting, by the stockholders in person or by proxy, shall decide:

- 1. The maximum number of directors to hold office for the ensuing term;
- 2. The persons to hold such directorships.

The Board of Directors, during a term, may decrease in number by the resignation or death of one

or more members, but the maximum number of directors cannot be increased. The majority of the surviving directors, in the case of a vacancy by resignation or death, may appoint a person or persons to fill a vacancy or vacancies. The directors shall be indemnified by the corporation from legal liability for all of their actions which in their judgment were in the best interests of the corporation, excepting gross or reckless negligence, or misconduct, to the maximum extent permitted by the laws of the State of Idaho.

#### No. 6

#### ASSESSABILITY OF STOCK

The shares issued by this corporation, once the par value has been paid in full, shall not be assessable, and any shares issued for services, or property, or considerations other than cash, shall be deemed fully paid up and shall be forever non-assessable.

#### No. 7

# **TERM OF EXISTENCE**

The term of existence of this corporation shall be perpetual.

#### No. 8

#### **BY-LAWS**

The directors or shareholders shall have power to make such by-laws as they may deem proper for the management of the affairs of said corporation according to the statute.

# No. 9

#### **YOTING**

Each stockholder will have one vote for each common share registered in his or her name. Cumulative voting shall not be allowed. Voting rights for the preferred shares, if any, shall be set by the Board of Directors upon the issuance of preferred shares.

#### No. 10

#### SUBSCRIPTION RIGHTS

The stockholders of this corporation shall have no preferential right or rights to subscribe to any subsequent issues of the authorized shares of this corporation, unless certain rights or warrants for a specific issue are authorized by the Board of Directors or the Stockholders.

# No. 11

### REGISTERED AGENT

The name and address of the Registered Agent is:

Peter Laczay, 1228 McFarland Ave., Coeur d'Alene, Idaho 83815

# No. 12

# **INCORPORATORS**

The name and addresses of the incorporators of this corporation are:

John P. Ryan, whose address is 301 Central Ave. #384, Hilton Head, SC 29926

IN TESTIMONY WHEREOF, I hereunto set my hand and seals, this 13th day of

November, 2008.

John P. Kyán