

FILED

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SECRETARY OF STATE

# ARTICLES OF INCORPORATION

OF

PLUSH, INC

1. Name. The name of the corporation is Plush, Inc..
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 3,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 501 East 46th Street, Garden City, ID 83714 and its registered agent at that address is Mike Bejarano.
4. Incorporator. The name of the incorporator is Mike Bejarano and the incorporator's address is 501 East 46th Street, Garden City, ID 83714.
5. Mailing address of corporation. The mailing address of the corporation is 501 E 46th Street, Garden City, ID 83714.
6. Voting Entitlement of Shares. (1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.  
  
(2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.  
  
(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

1. ARTICLES OF INCORPORATION OF PLUSH, INC.

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(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

In witness whereof, I have subscribed these Articles of Incorporation this

19 day of Sep, 2000.

Mike Bejarano  
MIKE BEJARANO, Incorporator

STATE OF IDAHO       )  
                                      : ss  
County of Ada        )

MIKE BEJARANO being first duly sworn, deposes and says:

I am the incorporator in the above-entitled matter. I have read the foregoing Articles of Incorporation. I know the contents thereof and the statements therein contained are true and correct as I verily believe.

DATED this \_\_\_\_\_ day of August, 2000.

Mike Bejarano  
MIKE BEJARANO

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of August, 2000.

\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at \_\_\_\_\_  
My commission expires \_\_\_\_\_.

2. ARTICLES OF INCORPORATION OF PLUSH INC.