

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
TOP THIS FRANCHISING, INC.**

2013 OCT 18 AM 8:47

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following articles of Incorporation:

ARTICLE I

The name of this Corporation shall be Top this Franchising, Inc., and its existence shall be perpetual.

ARTICLE II

This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III

Shareholders of this Corporation do not have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE V

1. The location and mailing address of the registered office of this Corporation in this area shall be P.O. Box 3530 Post Falls, Idaho 83877. Physical address is 202 W Ironwood Dr #6
2. The registered agent of this Corporation at that address shall be Sonie Combs, CDA ID 83814

ARTICLE VI

1. The aggregate number of shares which this Corporation shall have authority to issue is Fifty-Thousand (50,000) shares.
2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of one dollar (\$1.00) per share.
3. Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available.
4. The shares of this Corporation may be assessed if the Board of Directors so authorizes, as provided in Section 30-1-19 of the Idaho Business Corporation Act.

ARTICLE VII

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

Articles of Incorporation – Top This Franchising, Inc.

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IDAHO SECRETARY OF STATE
10/18/2013 05:00
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1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

2. In Furtherance of and not in limitation of the powers conferred by the laws of the state of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of this Corporation. The vote of the shareholders to change or repeal such Bylaws shall require an approval of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares entitled to vote.

3. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business as a vendor, purchaser, or otherwise with one or more of its Directors, Officers, or Shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

4. This Corporation shall indemnify to the broadest extent permitted by Idaho law and under procedures set forth therein, any and all persons for whom indemnification is permitted by the Idaho Business Corporation Act, as amended or superseded, and such persons shall have the right to claim such indemnification.

5. The first Director of this Corporation shall be in number and address as follows:

NAME

Sonie Combs

ADDRESS

P.O. Box 3530

Post Falls, Idaho, 83877

6. The term of the first Director shall be until the first annual meeting of the shareholders of this Corporation or until a successor is elected and qualified.

ARTICLE VIII

The name and address of the incorporator is as follows:

Sonie Combs

P.O. Box 3530

Post Falls, Idaho 83877

IN WITNESS WHEREOF, the incorporator hereinabove named executed these Articles of Incorporation this 15 day of October, 2013.


Sonie Combs, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Sonie Combs, hereby consent to serve as Registered Agent in the State of Idaho for the following corporation:

TOP THIS FRANCHISING, INC.

I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

A handwritten signature in cursive script, reading "Sandra Sonie Combs", written over a horizontal line.

Sonie Combs
P.O. Box 3530
Post Falls, Idaho 83877

DATED: 10-15-13