

IDAHO SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION**

**OF**

**AMERICAN RODEO TECH, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States and all of whom are residents of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is **AMERICAN RODEO TECH, INC.**

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are to manufacture, produce and provide mechanical bulls to various entities, events and activities throughout North America, and to carry on all other business incident thereto or connected therewith and to engage in any other lawful activities.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely

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in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in Section 3014, Idaho Code.

#### ARTICLE IV

##### Authorized Shares

The amount of the total authorized capital stock of this Corporation is Ten Thousand (10,000) shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

#### ARTICLE V

##### Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of ByLaws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BYLAWS: The initial Code of ByLaws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of ByLaws or to adopt a new Code of ByLaws shall be contained in the Code of ByLaws and the Code of ByLaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

#### ARTICLE VI

Address of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is 473 South 200 West, Heyburn, Idaho 83336. The registered agent at said address is Burt Woodskow.

ARTICLE VII

Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of one (1) member.

Section 2. The names and post office addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Dean Elison	473 South 200 West Heyburn, Idaho 83336
Burt Woodskow	473 South 200 West Heyburn, Idaho 83336

Section 3. INCREASE OR DECREASE OF DIRECTORS: The number of Directors may be increased or decreased from time to time by amendment of the Code of ByLaw; but the number of Directors shall not be less than one (1) and no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII

Data Respecting Incorporators

The names and addresses of the Incorporators of the Corporation and the number of shares of common stock subscribed by each are as follows:

NUMBER OF SHARES

<u>NAME</u>	<u>SUBSCRIBED TO EACH</u>	<u>ADDRESS</u>
Dean Elison	1,000	473 South 200 West Heyburn, Idaho 83336
Burt Woodskow	1,000	473 South 200 West Heyburn, Idaho 83336

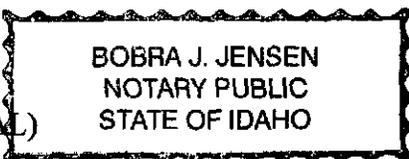
EXECUTED IN TRIPLICATE this 12 day of August, 2014.

  
Dean Elison

STATE OF IDAHO    )  
                                  ) ss.  
County of Minidoka )

On this 12 day of August, 2014, before me the undersigned Notary Public in and for said State, personally appeared DEAN ELISON, being the president of **AMERICAN RODEO TECH, INC.**, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for and on behalf of Mechanical Bulls.com, Inc.

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

(SEAL) 

  
Notary Public for Idaho  
Residing at: Heyburn  
My Commission expires: July 24, 2018