DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Articles of Incorporation

(PURSUANT TO NRS 78)

Filed in the office of	Document Number 20050227852-23
Dean Heller Secretary of State State of Nevada	Filing Date and Time 06/13/2005 12:37 PM
	Entity Number E0370222005-2

Important. Read attached instructions before completing form. ABOVE SPACE IS FOR OFFICE USE ONLY

1. **Name of Corporation:**	C L AND M, INC.
2. **Resident Agent Name and Street Address:** (must be a Nevada address where process may be served)	KUMMER KAEMPFER BONNER & RENSHAW Name 3800 HOWARD HUGHES PARKWAY, SEVENTH FLOOR — LAS VEGAS — NEVADA — 89109 Street Address — City — Zip Code Optional Mailing Address — City — State — Zip Code
3. **Shares:** (number of shares corporation authorized to issue)	2,100 shares of Common Stock par value of $1.00 per share; 1,900 shares of Preferred Stock par value of $1,000.00 per share. Number of shares with par value: 4,000 Par value: $ above Number of shares without par value: 0
4. **Names & Addresses, of Board of Directors/Trustees:** (attach additional page if there is more than 3 directors/trustees)	1. DONALD E. DODGE Name P.O. BOX 7017 — GILFORD — NH — 03249 Street Address — City — State — Zip Code 2. Name Street Address — City — State — Zip Code 3. Name Street Address — City — State — Zip Code
5. **Purpose:** (optional-see instructions)	The purpose of this Corporation shall be: ALL LAWFUL ACTIVITIES
6. **Names, Address and Signature of Incorporator.** (attach additional page if there is more than 1 incorporator)	John N. Brewer — John N Brewer Name — Signature 3800 Howard Hughes Parkway, Seventh Floor — Las Vegas — NV — 89109 Address — City — State — Zip Code
7. **Certificate of Acceptance of Appointment of Resident Agent:**	I hereby accept appointment as Resident Agent for the above named corporation. John N Brewer Authorized Signature of R. A. or On Behalf of R. A. Company — 6/13/05 Date

This form must be accompanied by appropriate fees. See attached fee schedule.

ARTICLES OF INCORPORATION
OF
C L AND M, INC.
A Nevada corporation
(Continued)

ARTICLE III

SHARES

C L and M, Inc. (the "Company") is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares that the Company is authorized to issue is Four Thousand (4,000). Two Thousand One Hundred (2,100) shares having a par value of $1.00 per share shall be Common Stock, and One Thousand Nine Hundred (1,900) shares having a par value of $1,000.00 per share shall be Preferred Stock. The stock may be issued from time to time without action by the stockholders and may be issued for such consideration as may be fixed from time to time by the board of directors.

The board of directors may issue such shares in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them.

ARTICLE VIII

DIRECTORS' AND OFFICERS' LIABILITY

Without limiting the limitation of liability of directors and officers provided by NRS 78.138(7), as amended, a director or officer of the Company shall not be individually liable to the Company or its stockholders or creditors for any damages as a result of any act or failure to act in the person's capacity as a director or officer unless it is proven that: (i) the act or failure to act constituted a breach of the person's fiduciary duties as a director or officer; and (ii) the breach of those duties involved intentional misconduct, fraud or knowing violation of law.

ARTICLE IX

INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Company, or is or was serving at the request of the Company as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of such directors, officers or representatives incurred in defending a civil or criminal action, suit or proceeding must be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Company. Such right of indemnification shall not be exclusive of any other right which such director, officer or representative may have or hereafter acquire, and, without limiting the generality of such statement, such person shall be entitled to his right of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise.

Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Company to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Company, or is or was serving at the request of the Company as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Company would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(PROFIT) INITIAL LIST OF OFFICERS, DIRECTORS AND RESIDENT AGENT OF

C L AND M, INC.

(Name of Corporation)

FILE NUMBER

E0370222005-2

E0370222005-2

FOR THE FILING PERIOD OF JUN, 2005 TO JUN, 2006. Due by Jul 31, 2005

Filed in the office of	Document Number
Dean Heller Secretary of State State of Nevada	20050246947-69
	Filing Date and Time 06/23/2005 1:47 PM
	Entity Number E0370222005-2

The corporation's duly appointed resident agent in the State of Nevada upon whom process can be served is:

KUMMER KAEMPFER BONNER & RENSHAW
3800 HOWARD HUGHES PKWY, SEVENTH FLOOR
LAS VEGAS NV 89109

RA# 51624

☐ CHECK BOX IF YOU REQUIRE A FORM TO UPDATE YOUR RESIDENT AGENT INFORMATION

Important: Read instructions before completing and returning this form.

THE ABOVE SPACE IS FOR OFFICE USE ONLY

1. [illegible]
2. [illegible]
3. [illegible]
4. [illegible]
5. [illegible]
6. [illegible]

FILING FEE: $125.00 LATE PENALTY: $75.00

CHECK ONLY IF APPLICABLE

☐ This corporation is a publicly traded corporation. The Central Index Key number is:

☐ This publicly traded corporation is not required to have a Central Index Key number.

NAME	TITLE(S)		
DONALD E. DODGE	PRESIDENT (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**St**	**Zip**
P.O. BOX 7017	GILFORD	NH	03249
NAME	**TITLE(S)**		
DONALD E. DODGE	SECRETARY (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**St**	**Zip**
P.O. BOX 7017	GILFORD	NH	03249
NAME	**TITLE(S)**		
DONALD E. DODGE	TREASURER (OR EQUIVALENT OF)		
ADDRESS	**CITY**	**St**	**Zip**
P.O. BOX 7017	GILFORD	NH	03249
NAME	**TITLE(S)**		
DONALD E. DODGE	DIRECTOR		
ADDRESS	**CITY**	**St**	**Zip**
P.O. BOX 7017	GILFORD	NH	03249

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS 360.780 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Signature of Officer Donald E Dodge Title President Date 6/20/05