ARTICLES OF INCORPORATION

OF

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

KNOW ALL MEN BY THESE PRESENTS:

### NAME OF CORPORATION

The name of this corporation shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

### PRINCIPAL OFFICE

The principal office or place of business is Saipan, CNMI.

### DURATION

The duration of the corporation’s existence shall be perpetual.

### PURPOSES

* 1. - Primary Purposes:
     + 1. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
       2. To undertake and carry on any business, investment, transaction, venture or enterprise, whether manufacturing, mercantile, trading, agricultural, recreational, real estate service, contracting, fiduciary, or otherwise which may be undertaken and carried on by natural persons and which are not prohibited by the laws of the Commonwealth of the Northern Mariana Islands.
       3. To do all or any of the above business activities in any part of the Commonwealth of the Northern Mariana Islands either directly in its own name or indirectly by agents or through the medium of the ownership of stock or other interest in any other business or enterprise established to carry on any of such pursuits, and to do so not only as principal but also as agent, contractor, or attorney for any other person, firm or corporation.
  2. - Other Purposes:
     + 1. Real Property: Subject to any specific written limitations or restrictions imposed by the laws of the Commonwealth of the Northern Mariana Islands, own, lease, develop, operate, use, enjoy and encumber, real property of every kind and description or any part therein, irrespective of its nature or use.
       2. Personal Property: To purchase, import, lease, acquire, hold, own, operate, use, enjoy, encumber, sell, transfer and convey personal property of every kind and description or any part therein, irrespective of its nature or use.
       3. Ancillary Purposes: To do everything proper, necessary, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental to them or connected with them that are not forbidden by law or by these articles of incorporation.

### POWERS

Subject to any specific written limitations or restrictions imposed by the applicable laws of the Commonwealth of the Northern Mariana Islands or any laws, rules, or regulations which may be applicable, and in furtherance of the purposes set forth in Article IV of these articles of incorporation, the corporation shall have and exercise the following powers:

* 1. - Statutory Powers: To have and exercise all the powers specified in the statute under which this corporation is organized as it now exists or as it may be amended.
  2. - Natural Persons: To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principal, agents, brokers, either alone or in the company with others.
  3. - Deal in Personal Property: To own, hold, acquire, purchase, lease, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them.
  4. - Deal in Real Property: Subject to any specific written limitations or restrictions imposed by the laws of the Commonwealth of the Northern Mariana Islands, own, lease, improve, manage, operate, sell, mortgage, or let as lessor, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein.
  5. - Attorney-in-Fact: To appoint a duly authorized attorney-in-fact, with full authority to bind this corporation in all matters and things as fully and completely as a natural person in law could do.
  6. - Officers, Agents, Employees and Compensation: To appoint and elect agents and officers, and to hire employees; to define their duties; to fix their compensation; and to pay pensions, establish pension plans, profit-sharing plans, and other incentive plans for any or all of its directors, agents, officers and employees.
  7. - Contracts: To enter into, make, perform and carry on contracts of every kind and for any lawful purpose consistent with the purposes of this corporation, without limit as to amount, with any person, firm, association, corporation, municipality, or government or any departments thereof.
  8. - Borrow: To borrow monies from time to time, without limit as to amount; to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objectives or purposes of this corporation; and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.
  9. - Agency and Joint Ventures: To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into any lawful arrangement for sharing profit with any domestic or foreign corporations, associations, partnerships, individuals, or other entities.
  10. -  Payments for Services: To make payments either in money or any other valuable property, as may from time to time be deemed expedient for services of any kind rendered or advice received.
  11. - Payments in Securities: To pay for any right, or property acquired by the corporation in shares of stock, debentures or other securities of the corporation.
  12. - Gifts and Donations: To make donations and gifts for the public welfare, or for educational, charitable or scientific purposes.
  13. - Investments: To buy, sell, hold for investment and deal in securities of every description, including but not limited to mortgages, bonds, debentures, promissory notes, commercial papers and securities of other classes; to buy, sell, hold for investment and deal in shares of stock and in bonds of other corporations; to exchange shares or bonds, or either or both issued by other corporations, for real or personal property of any kind.
  14. - Guarantees: To make any guaranty respecting stocks, dividends, indebtedness, interest, securities, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.
  15. - Deal in Good Will: To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchise and property of every kind; to acquire or assume the whole or any part of the assets or liabilities of any person, firm, association, corporation or other entities, and to pay for the same in cash, in stocks or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the business or property as acquired; and to exercise all the powers necessary or incidental to the conduct of such business.
  16. - Loan to Employees: To lend and advance money or give credit to its directors, officers, and employees, and to otherwise assist its directors, officers, and employees; but nothing herein contained shall be construed to give this corporation banking powers.

### PROHIBITION

Nothing contained in these articles of incorporation shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to engage in any act which a corporation formed under the incorporation laws, rules or regulations, or any amendments or any substitutes, may not at any time lawfully carry on or do.

### CAPITALIZATION

* 1. - Authorized Shares: The total number of shares that the corporation is authorized to issue is One Million (1,000,000) shares, consisting of two classes of common stock, Class A Shares, having a par value of .0001 Dollar per share, for a total capitalization of One Hundred and 00/100 Dollars ($100.00).
  2. Class A and Class B Shares. Class A shares shall have voting rights. Class B Shares shall have no voting rights. Both Class A and Class B shares shall have the same rights with respect to issuance of dividends.
  3. - Initial Issuance of Shares: Shares of the capital stock of the corporation shall be issued to the following persons or entities upon the terms and conditions set forth in the stock subscription agreement executed by duly authorized persons at the time of signing these articles.

| Name | Shares of Subscription | Citizenship |
| --- | --- | --- |
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| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_ Class A Shares | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
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* 1. - Personal Liabilities: The private property of the shareholders shall not be subject to the payment of the corporation debts or obligations to any extent whatsoever.
  2. - Fully Paid Non-Assessable: No stock shall be issued for less than par nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further costs or assessments.
  3. - Alienation of Shares: No shareholder shall transfer, alienate, or in any way dispose of any shares of stock of the corporation unless such share shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such shares at a price equal to the value thereof within thirty (30) days after such offer. After the expiration of such time, the shareholders, if the corporation shall have not exercised its option to purchase such shares, shall be free to transfer, alienate, or otherwise dispose of such shares, without any restriction whatsoever. Failure of the corporation to purchase any share or shares and the sale or transfer thereof to any other person, shall not, as to any future sale or transfer of said share or shares issued in lieu thereof, discharge any such share or shares from the restrictions herein contained. It is the intent that all restrictions herein contained and imposed upon the sale or transfer of shares shall apply to all shares whatsoever, or by whomever acquired, in the hands of all holders, or owners, whether acquired through the voluntary or involuntary acts of shareholder or by operation of law and subsequent or increased issue; provided, however, that the restrictions contained in this Article VII shall not apply to a gift or other transfer of shares from a shareholder to his spouse, parent, brother, sister, child, or other immediate member of his family or to a transfer in trust for the benefit of any kindred person.

### INCORPORATORS, DIRECTORS AND OFFICERS

* 1. - Incorporator: The name and mailing address of the incorporator is:

| Name | Address |  |
| --- | --- | --- |
|  |  |  |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  |

* 1. - Initial Directors: The name, mailing address and citizenship of the director initially selected to serve until the first annual meeting, or until his successor is chosen and qualified is as follows:

| Name | Address | Citizenship |
| --- | --- | --- |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_ |

* 1. - Initial Officer: The name, position and citizenship of the officer selected to serve until the first annual meeting, or until his successors is chosen and qualified is as follows:

| Name | Office | Citizenship |
| --- | --- | --- |
|  |  |  |
| \_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  |  |  |

* 1. - Registered Agent/Registered Address: The address of the corporation’s initial registered office is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

The following named person is hereby designated as the initial registered agent of the corporation for the purpose of receiving process under the laws of the Commonwealth of the Northern Mariana Islands:

| Name | Address |
| --- | --- |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  |
|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
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### MANAGEMENT

* 1. - Board of Directors: The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of the Board of Directors, the number of which shall be fixed by the by-laws.
  2. - By-Laws: The Shareholders shall have the authority to make and alter the by-laws.
  3. - Meetings: Meetings of shareholders, both annual and special shall be held at the time and place as provided in the by-laws.
  4. - Compensation of Directors: The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

### VOTING BY MEMBERS

Each shareholder of Common A stock of this corporation shall be entitled to one (1) vote for each share owned, except as provided in Article V, Section 8 of the Bylaws.

### DISPOSITION OF CAPITAL SURPLUS

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in cash, property, or its own shares out of capital surplus, subject to any restriction and requirement of applicable law.

### DISSOLUTION OR LIQUIDATION

Any voluntary or involuntary dissolution or liquidation of this corporation shall be covered by applicable laws, rules or regulations of the Commonwealth of the Northern Mariana Islands.

### AMENDMENTS TO ARTICLES

This corporation reserves the rights to amend, alter, change, add to or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by the laws of the Commonwealth of the Northern Mariana Islands, and to revise and to up-date these articles of incorporation where necessary to comply with any amendments or additions to applicable Commonwealth of the Northern Mariana Islands laws, rules or regulations. All rights and powers conferred by these articles of incorporation upon directors, officers, and shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2012.

|  | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
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