

APR 26 2005

ARTICLES OF INCORPORATION

FILE NO. 1197539-5

OF

F-5 Corp.

We, the undersigned, have formed a corporation under State of Arizona laws, and hereby adopt these Articles of Incorporation.

ARTICLE I

This corporation's name shall be, F-5 Corp.

ARTICLE II

The corporation's incorporators and their addresses are:

Frank Kelley
1355 South Cactus
Apache Junction, Arizona 85219

Jeanna M. Kelley
1355 South Cactus
Apache Junction, Arizona 85219

ARTICLE III

This Corporation's initial place of business shall be: 3048 East Baseline Road # 125, Mesa, AZ 85204, but is subject to change.

ARTICLE IV

The Corporation's objects, purposes and general nature of business it proposes to transact are:

(a) To conduct any lawful business which corporations may conduct under Arizona law, and it shall have authority and power to transact any such manner of business, including, but not be limited to restrictions set forth in A.R.S. § 10-004, as in effect on the date hereof, which are incorporated herein by this reference.

(b) This Corporation initially intends to conduct business within Arizona as a real estate agency, including all related activities. This description shall not limit the type of business to be conducted, or the provisions of P. IV(a) above.

ARTICLE V

The Corporation's authorized common stock shall be One Thousand (1,000) shares without par value. The Corporation's shareholders' exclusive voting power

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lies in the holders of its common stock, each share entitling its holder to one vote. Dividends paid or distributed on the common stock shall be paid or distributed ratably to the common stock shareholders, subject to applicable law.

If any liquidation, dissolution or winding up occurs, whether voluntary or involuntary, after payment or provision for payment of debts and other liabilities, the holders of the Common Stock shall be entitled to share ratably in the Corporation's remaining assets.

The Board of Directors shall have the authority to distribute capital surplus to the holders of its outstanding common stock, subject to the requirements of applicable law.

ARTICLE VI

This Corporation shall conduct business by a Board of Directors, established in the Corporation's Bylaws. The following persons constitute the initial Board:

Frank Kelley
1355 South Cactus
Apache Junction, Arizona 85219

Jeanna M. Kelley
1355 South Cactus
Apache Junction, Arizona 85219

ARTICLE VII

This Corporation appoints Frank Kelley, 1355 South Cactus, Apache Junction, Arizona 85219 as statutory agent. The Board may, at any time, revoke this or any other such appointment. IN WITNESS WHEREOF, the undersigned caused these Articles to be executed on April 25, 2005.

I hereby accept the appointment as statutory agent for F-5 Corp.

Frank Kelley
Frank Kelley, statutory agent

Frank Kelley
Frank Kelley, incorporator

Jeanna M. Kelley
Jeanna M. Kelley, incorporator

STATE OF ARIZONA }

County of Maricopa }

ss.

On this 25 day of April, ²⁰⁰⁵5, before me, personally appeared Frank Kelley & Jeanna M. Kelley, known to me to be the persons whose names are subscribed above and acknowledged to me that they executed them for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Sharon Hastings
Notary Public



ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202.D

F-5 Corp.

CHECK APPROPRIATE BOX (A OR B)

ANSWER "C"

EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:



1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:



1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction? Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is Calendar year.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY: Frank Kelley

BY: Jeanna M. Kelley

PRINT NAME Frank Kelley

PRINT NAME Jeanna M. Kelley

TITLE Incorporator DATE 4/26/05

TITLE Incorporator DATE 4-26-05

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

ORIGINAL

**ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET**

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): F-S Corp.

Please Check or Complete the Appropriate Sections:

A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Resubmission/Corrected Document

2. ☒ Domestic (from Arizona) ☐ Foreign (organized in another state or country)

3. ☒ Profit/Business Corporation (B) ☐ Nonprofit Corporation (NP) ☐ LLC ☐ Trust ☐ Other

4. Payment ☒ Check # _____ ☐ Cash ☐ MOD account # _____
Amount: \$ _____ ☐ No fee required ☐ See attached distribution of funds instructions

5. Processing ☒ Expedited (Priority service, \$35 Additional Fee Per Document)
☐ Regular (usually 2-4 months)

3. Filing Type: (Check one only)

- ☐ Articles of Domestication
☒ Articles of Incorporation
☐ Articles of Organization
☐ Application to Transact Business(B)
☐ Application to Conduct Affairs (NP)
☐ Application for New Authority
☐ Application for Registration
☐ Articles of Amendment
☐ Articles of Amendment & Restatement

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

☐ Publication of _____

☐ Articles of Correction

☐ Merger of (name): _____

Into: _____

☐ Other: _____

2. Special Instructions: _____

1. Extras:

- ☐ Certified Copies- _____ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs) ☐ Expedite Certified Copies (\$35 extra)
☐ Good Standing Certificate- _____ (Qty. @ \$10 ea.) ☐ Expedite Good Standing (\$35 extra)

1. RETURN DELIVERY VIA: ☒ Mail or ☐ Pick Up or ☐ Fax # (_____)

The following individual should be called to pick up completed documents:

Name: Guy Wolf Phone: (480) 460-4330

Pick-up by: _____ Date: _____

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: Guy Wolf-Attorney PC Firm: _____

Address: PO Box 93456

City, State, Zip: Phoenix AZ 85070-3456