



Articles of Incorporation

Reference/PO #

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Arizona Business Gazette

The business resource

PO BOX 194

Phoenix, Arizona 85001-0194

(602) 444-7315 FAX (602) 444-7364

STATE OF ARIZONA
COUNTY OF MARICOPA

} SS.

Ondrea Sheppard, being first duly sworn, upon oath deposes and says: That she is the marketing/advertising lead of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published weekly at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates indicated.

5/18/2006

5/25/2006

6/1/2006

RECEIVED

JUN 08 2006

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Sworn to before me this
1ST day of
JUNE 2006


Notary Public

**ARTICLES OF
INCORPORATION OF**

(An Arizona Business Corporation)

1. Name. The name of the Corporation is **Carefree Bakery Inc.**

2. Initial Business. The Corporation initially intends to conduct the business of bakery.

3. Authorized Capital. The Corporation shall have authority to issue 1,000 shares of Common Stock.

4. Known Place of Business. (In Arizona)

The street address of the known place of business of the Corporation is: c/o Margot Preston 31625 N. 66th Street Cave Creek, AZ 85331

5. Statutory Agent. (In Arizona)

The name and address of the statutory agent of the Corporation is: Margot Preston 31625 N. 66th Street Cave Creek, AZ 85331

6. Board of Directors

The initial board of directors shall consist of 1 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualifies is(are): Margot Preston 31625 N. 66th Street Cave Creek, AZ 85331

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Incorporators.

The name(s) and address(es) of the incorporator(s) is(are): Margot Preston 31625 N. 66th Street Cave Creek, AZ 85331

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 21st day of April, 2006 by all of the incorporators.

Signed: /s/ Margot Preston
Margot Preston
[Print Name Here]
PHONE 480-219-0898
FAX

Acceptance of Appointment
By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named