Department of Commerce, Community, and Economic Development

CORPORATIONS, BUSINESS & PROFESSIONAL LICENSING

State of Alaska / Commerce / Corporations, Business, and Professional Licensing / Search & Database Download / Corporations / Entity Details

ENTITY DETAILS

Name(s)

Type	Name
Legal Name	Chubby Girl Confections, Inc.

Entity Type: Business Corporation

Entity #: 10114596

Status: Good Standing

AK Formed Date: 9/26/2019

Duration/Expiration: Perpetual

Home State: ALASKA

Next Biennial Report Due: 1/2/2023

Entity Mailing Address: PO BOX 10747, FAIRBANKS, AK 99710-0747

Entity Physical Address: 3915 PEGER ROAD, FAIRBANKS, AK 99709

Registered Agent

Agent Name: Jessica Rhoads

Registered Mailing Address: PO BOX 10747, FAIRBANKS, AK 99710-0747

Registered Physical Address: 3915 PEGER ROAD, FAIRBANKS, AK 99709

Officials

☐Show Former

AK Entity #	Name	Titles	Owned
	Jessica Rhhoads	Director, President, Secretary, Shareholder, Treasurer	100.00

Filed Documents

Date Filed	Type	Filing	Certificate
9/26/2019	Creation Filing	Click to View	Click to View
9/26/2019	Initial Report	Click to View	
3/28/2021	Biennial Report	Click to View	

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Alaska Entity #10114596

State of Alaska
Department of Commerce, Community, and Economic Development
Corporations, Business, and Professional Licensing

Certificate of Incorporation

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

Chubby Girl Confections, Inc.

IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **September 26, 2019**.

Julie Anderson
Commissioner

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AK Entity #: 10114596
Date Filed: 03/28/2021
State of Alaska, DCCED

FOR DIVISION USE ONLY

THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business, and Professional Licensing
PO Box 110806, Juneau, AK 99811-0806
(907) 465-2550 • Email: corporations@alaska.gov
Website: corporations.alaska.gov

Domestic Business Corporation

2021 Biennial Report

For the period ending December 31, 2020

Web-3/28/2021 5:53:19 AM

Due Date: This report along with its fees are due by January 2, 2021

Fees: If postmarked before February 2, 2021, the fee is $100.00.
If postmarked on or after February 2, 2021 then this report is delinquent and the fee is $137.50.

Entity Name: Chubby Girl Confections, Inc.

Entity Number: 10114596

Home Country: UNITED STATES

Home State/Prov.: ALASKA

Physical Address: 3915 PEGER ROAD, FAIRBANKS, AK 99709

Mailing Address: PO BOX 10747, FAIRBANKS, AK 99710-0747

Registered Agent information cannot be changed on this form. Per Alaska Statutes, to update or change the Registered Agent information this entity must submit the Statement of Change form for this entity type along with its filing fee.

Name: Jessica Rhoads

Physical Address: 3915 PEGER ROAD, FAIRBANKS, AK 99709

Mailing Address: PO BOX 10747, FAIRBANKS, AK 99710-0747

Officials: The following is a complete list of officials who will be on record as a result of this filing.

- **Provide all officials and required information. Use only the titles provided.**
- **Mandatory Officers (3) and Directors (1), who must be individuals:** this entity must have a President, Secretary, and Treasurer. The President and Secretary cannot be the same person unless the President is 100% Shareholder. This entity must have at least one (1) Director. Provide all the individuals who are directors.
- **Shareholders:** the entity must provide all Shareholders who own 5% or more of the Issued Shares. Shareholders may be an individual or another entity.
- **Alien Affiliates:** the entity must provide all Alien Affiliates (non-U.S.), which may be an individual or another entity.

Full Legal Name	Complete Mailing Address	% Owned	Alien Affiliate	Assistant Secretary	Assistant Treasurer	Director	President	Secretary	Shareholder	Treasurer	Vice President
Jessica Rhoads	PO BOX 10747, FAIRBANKS, AK 99710-0747	100.00				X	X	X	X	X	

If necessary, attach a list of additional officers on a separate 8.5 X 11 sheet of paper.

Purpose: Make confections, baked goods and any other lawful purpose.

NAICS Code: 311340 - NONCHOCOLATE CONFECTIONERY MANUFACTURING

New NAICS Code (optional):

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Issued Shares: The entity must provide the number of Issued Shares

- Do not leave Issued Shares blank.
- If there are Shareholders then you must provide a number of Issued Shares. Do not exceed the number of Authorized Shares.
- If there are no Issued Shares (and no Shareholders) then provide "0" or "zero" or "none".
- To change Class, Series, Authorized Shares, or Par Value submit an amendment.

Class	Series	Authorized Shares	Par Value	Number of Issued Shares
Common		50000	0.01000	50000

Mandatory. Do not leave blank.

This form is for use by the named entity only. Only persons who are authorized by the above Official(s) of the named entity may make changes to it. If you proceed to make changes to this form or any information on it, you will be certifying under penalty of perjury that you are authorized to make those changes, and that everything on the form is true and correct. In addition, persons who file documents with the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor. Continuation means you have read this and understand it.

Name: Jessica Rhoads

Chubby Girl Confections, Inc.

Incorporated under the laws

of the State of Alaska

BY LAWS

Adopted as of Sept. 25, 2019

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BYLAWS

OF

CHUBBY GIRL CONFECTIONS, INC.

ARTICLE I

OFFICES

1.1 Registered Office.

The initial registered office of Chubby Girl Confections, Inc. (the "Corporation") in the State of Alaska shall be at 3915 Peger Road, Fairbanks, Alaska 99709, and the registered agent in charge thereof shall be Jessica Rhoads.

1.2 Other Offices.

The corporation may also have an office or offices at any other place or places within or outside the State of Alaska.

ARTICLE II

MEETING OF SHAREHOLDERS

2.1 Annual Meetings.

The annual meeting of shareholders of the Corporation (the "Shareholders") for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held at such place, date and hour as shall be fixed by the board of directors of the Corporation (the "Board") and designated in the notice or waiver of notice thereof, except that no annual meeting need be held if all actions, including the election of directors, required by Alaska Business Corporation Act ("ABCA") to be taken at the annual meeting of Shareholders are taken by written consent in lieu of meeting pursuant to Section 2.11 of this Article II)

2.2 Special Meetings.

Special meetings of the shareholders may be called at any time by the Board of Directors, by the Chairperson of the Board of Directors, by the CEO, CFO, COO, or by the holders of shares entitled to cast not less than 10% of the votes at the meeting, such meeting to be held on a date and at a time and place either within or without the state of Alaska as may be stated in the notice of the meeting.

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2.3 Notice of Meetings.

Except as otherwise required by statute, the Corporation's Certificate of Incorporation (the "Certificate") or these bylaws of the Corporation (the "Bylaws"), notice of each annual or special meeting of the Shareholders shall be given to each Shareholder of record entitled to vote at such meeting not less than 10 nor more than 60 days before the day on which the meeting is to be held, by delivering written notice thereof to them personally, or by mailing a copy of such notice, postage prepaid, directly to them at their address as it appears in the records of the Corporation, or by transmitting such notice shall state the place, the date and hour of the meeting, and in case of special meeting, the purpose or purposes for which the meeting is called. Notice of any meeting of Shareholders shall not be required to be given to any Shareholder who shall attend such meeting in person or by proxy, or who shall, in person or by his attorney thereunto authorized, waive such notice in writing, either before or after such meeting. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Shareholders need be specified in any such notice or waiver of notice. Notice of any adjourned meeting of Shareholders shall not be required to be given, except when expressly required by law.

2.4 Quorum.

At each meeting of Shareholders, except where otherwise provided by the Certificate or these Bylaws, the holders of a majority of the issued and outstanding shares of Common Share entitled to vote at such meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the Shareholders present in person or represented by proxy and entitled to vote, or, in the absence of all the Shareholders entitled to vote, any officer entitled to preside at, or act as secretary of, such meeting, shall shave the power to adjourn the meeting from time to time, until Shareholders holding the requisite amount of share to constitute a quorum shall be present or represented. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

2.5 Place of Meetings.

Annual meetings or special meetings of Shareholders may be held at any place within or without the State of Alaska as may be selected from time to time by the Board, Chairperson, CEO, CFO, or COO.

2.6 Organization.

Unless otherwise determined by the Board, at each meeting of the Shareholders, one of the following shall act as Chairperson of the meeting and preside thereat, in the following order of precedence:

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(a) The COO;
(b) The CEO;
(c) The CFO;
(d) Any director, officer or Shareholder of the Corporation designated by the Board to act as Chairperson of such meeting and to preside thereat if the Chairperson, CEO, CFO, COO shall be absent from such meeting; or
(e) A Shareholder of record who shall be chosen Chairperson of such meeting by a majority in voting interest of the Shareholders present in person or by proxy and entitled to vote there at.

The secretary of the Corporation (the "Secretary") or, if they shall be presiding over such meeting in accordance with the provisions of this Section 2.6 or if they shall be absent from such meeting, the person (who shall be an Assistant Secretary of the Corporation, if any Assistant Secretary has been appointed and is present) whom the Chairperson of such meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof.

2.7 Order of Business.

The order of business at each meeting of the Shareholders shall be determined by the Chairperson of such meeting, but such order of business may be changed by a majority in voting interest of those present in person or by proxy at such meeting and entitled to vote thereat.

2.8 Voting.

Except as otherwise provided by law, the Certificate or these Bylaws, at each meeting of Shareholders, each Shareholder shall be entitled to one vote in person or by proxy for each share of Common Share held by them and registered in their name on the books of the Corporation on the date fixed pursuant to Section 6.7 of Article VI of the Bylaws as the record date for the determination of Shareholders entitled to vote at such meeting. Persons holding share in the fiduciary capacity shall be entitled to vote the shares so held. A person whose share is pledged shall be entitled to vote, unless, in the transfer by the pledger on the books of the Corporation, he has expressly empowered the pledgee to vote thereon, in which case only the pledgee or their proxy may represent such share and vote thereon. If shares or other securities having voting power stand in the record of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary shall be given written notice to the contrary and furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

(a) If only one votes, their act binds all;
(b) If more than one votes, the act of the majority so voting binds all; and

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(c) If more than one votes, but the vote is evenly split on any particular matter, such shares shall be voted in the manner provided by law.

If the instrument so filed shows that any tenancy is held in unequal interests, a majority of even-split for the purposes of this Section 2.8 shall be a majority or even-split in interest. The Corporation shall not vote directly or indirectly any share of its own capital share. Any vote of share may be given by the Shareholder entitled thereto in person or by his proxy appointed by an instrument in writing, subscribed by such Shareholder or by his attorney thereunto authorized, delivered to the secretary of the meeting; provided however, that no proxy shall be voted after three years from its date, unless said proxy provided for a longer period. At all meetings of the Shareholders, all matters (except where other provision is made by law, the Certificate or these Bylaws) shall be decided by the vote of a majority in interest of the Shareholders present in person or by proxy at such meeting and entitled to vote thereon, a quorum being present. Unless demanded by a Shareholder present in person or by proxy at any meeting and entitled to vote thereon, the vote on any question need not be by ballot. Upon a demand by any such Shareholder for a vote by ballot upon any question, such vote by ballot shall be taken. On a vote by ballot, each ballot shall be signed by the Shareholder voting, or by his proxy, if there be such proxy, and shall state the number of shares voted.

2.9 Inspection.

The Chairperson of the meeting may at any time appoint one or more inspectors to serve at any meeting of the Shareholders. Any inspector may be removed, and a new inspector or inspectors appointed, by the Board at any time. Such inspectors shall decide upon the qualifications of voters, accept and count votes, declare the results of such vote, and subscribe and deliver to the secretary of the meeting a certificate stating the number of shares of share issued and outstanding and entitled to vote thereon and the number of shares voted for and against the question, respectively. The inspectors need not be shareholders of the Corporation, and any director or officer of the Corporation may be an inspector on any question other than a vote for or against their election to any positon with the Corporation or on any other matter in which they may be directly interested. Before acting as herein provided, each inspector shall subscribe an oath faithfully to execute the duties of an inspector with strict impartiality and according to the best of their ability.

2.10 List of Shareholders.

It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its share ledger to prepare and make, at least 10 days before every meeting of the Shareholders, a complete list of the Shareholders entitled to vote thereat, arranged in alphabetical order, and showing the address of each Shareholder and the number of shares registered in the name of each Shareholder. Such list shall be open to the examination of any Shareholder, for any purpose germane to any such meeting, during ordinary business hours, for a period of at least 10

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days prior to such meeting, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting or, if not so specified, at the place where the meeting is to be held. Such list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Shareholder who is present.

2.11 Shareholders' Consent in Lieu of Meeting.

Any action required by the ABCA to be taken at any annual or special meeting of the Shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such Shareholder, may be taken without a meeting, without prior notice and without a vote, by a consent in writing, as permitted by the ABCA.

2.12 Action by Means of Conference Telephone or Similar Communications Equipment.

Any one or more of the Shareholders may participate in a meeting of the Shareholders by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE III

BOARD OF DIRECTORS

3.1 General Powers.

The business, property and affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Certificate directed or required to be exercised or done by the Shareholders.

3.2 Number and Term of Office.

The number of directors shall be fixed from time to time by the Board. Directions need not be Shareholders. Each director shall hold office until their successor is elected and qualified, or until their earlier death or resignation or removal in the manner hereinafter provided.

3.3 Election of Directors.

At each meeting of Shareholders for the election of directors at which a quorum is present, the persons receiving the greatest number of votes, up to the number of directors to be elected, of the Shareholders present in person or by proxy and entitled to vote thereon shall be the directors; provided, however, that for purposed of such vote no Shareholder shall be allowed to cumulate his votes. Unless an election by ballot shall be demanded as provided in Section 2.8 of Article II, election of directors may be conducted in any manner approved at such meeting.

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3.4 Resignation, Removal, Vacancies.

Any director may resign at any time by giving written notice to the Board, Chairperson, CEO, CFO, COO or Secretary. Such resignation shall take effect at the time specified therein or, if the time by not specified, upon receipt thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any director or the entire Board may be removed, with or without cause, at any time, by vote of the holders of a majority of the shares then entitled to vote at an election of directors or by written consent of the Shareholders pursuant to Section 2.11 of Article II.

Vacancies occurring on the Board for any reason may be filled by vote of the Shareholders or by a Shareholders' written consent pursuant to Section 2.11 of Article II, or by vote of the Board or by a directors' written consent pursuant to Section 3.6 of this Article III. If the number of directors then in office is less than a quorum, such vacancies may be filled by a vote of majority of the directors then in office.

3.5 Meetings.

(a) Annual Meetings. As soon as practical after each annual election of directors, the Board shall meet for the purpose of organization and the transaction of other business, unless it shall have transacted all such business by written consent pursuant to Section 3.6 of this Article III.

(b) Other Meetings. Other meetings of the Board shall be held at such times and at such places as the Board, Chairperson, CEO, CFO, COO or any director shall from time to time determine.

(c) Notice of Meetings. Notice shall be given to each director of each meeting, including the time, place and purpose of such meeting. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least two day before the days on which such meeting is to be held, or shall be sent to them at such place by telegraph, cable, wireless or other form of recorded communication, or be delivered personally or by telephone not later than the day before the day on which such meeting is to be held. A written waiver of notice, signed by the person entitled thereto, whether before or after the time of the meeting stated therein, shall be deemed equivalent to notice.

(d) Place of Meetings. The Board may hold its meetings at such place or places within or outside the State of Alaska as the Board may from time to time determine, or as shall be designated in the respective notices or waivers of notice thereof.

(e) Quorum and Manner of Acting. A majority of the total number of directors then in office shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those directors present

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at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by law or these Bylaws. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting from time to time until a quorum shall be present.

(f) Organization. At each meeting of the Board, one of the follow shall act as Chairperson of the meeting and present there at. in the follow order of precedence:

(i) the Chairperson;

(ii) the CRO (if a director);

(iii) the CFO or COO (if a director); or

(iv) any director designated by a majority of the directors present.

The Secretary or, in the case of his absence, an Assistant Secretary, if an Assistant Secretary has been appointed and is present, or any person whom the Chairperson of the meeting shall appoint shall act as secretary of such meeting and keep the time thereof.

3.6 Directors' Consent in Lieu of Meeting.

Any actions required or permitted to be taken at any meeting of the Board may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office and such consent is filed with the minutes of the proceedings of the Board.

3.7 Action by Means of Conference Telephone or Similar Communication Equipment.

Any one or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

3.8 Committees.

The Board may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, such committee or committees to have such name or names as may be determined from time to time by resolution adopted by the Board, and each such committee to consist of one or more directors of the Corporation, which to the extent provided in said resolution or resolutions shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the deal of the Corporation to be affixed to all papers which may require it. A majority of all members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have power to change the members of any such

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committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

ARTICLE IV

OFFICERS

4.1 Executive Officers.

The principal officers of the Corporation shall be, if appointed, a Chairperson, CEO, CFO, COO, Secretary and Treasurer, and such other officers as the Board may appoint pursuant to Section 4.3 of this Article IV. Any two or more offices may be held by the same person.

4.2 Authority and Duties.

All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or, to the extent so provided, by the Board.

4.3 Other Officers.

The Corporation may have such officers, agents and employees as the Board may deem necessary, including one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties as the Board, Chairperson, CEO, CFO, COO, or President and Secretary may from time to time determine. The Board may delegate to any principal officer the power to appoint and define the authority and duties of, or remove, any such officers, agents or employees.

4.4 Term of Office, Compensation, Resignation and Removal.

All officers shall be elected or appointed by the Board and shall hold office for such term as may be prescribed by the Board. Each officer shall hold office until his successor has been elected or appointed and qualified or until their earlier death or resignation or removal in the manner hereinafter provided. The Board may require any officer to give security for the faithful performance of his duties.

Any officer may resigned at any time by giving written notice to the Board, Chairperson, CEO, CFO, COO or Secretary. Such resignation shall take effect at the time specified therein or, if the time be not specified, at the time it is accepted by action of the Board. Except as aforesaid, the acceptance of such resignation shall not be necessary to make it effective.

All officers and agents elected or appointed by the board shall be subject to removal at any time by the Board or by the Shareholders with or without cause.

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The Founder of the Corporation, Jessica Rhoads, will act as initial officers and board, and will run all aspects of the business operation, including but not limited to baking or making of marijuana products, contributing at least 20 hours per week of time exclusively dedicated to the Corporation's business activities. As such, the Founder is entitled to compensation, payment of which will commence once the Corporation has received its licenses from the state and locality (if applicable) to operate various marijuana establishments. The founder shall receive an initial annual salary of $50,000 per year, which will be adjusted accordingly based on duties performed and performance of the Corporation.

4.5 Vacancies.

If the office of Chairperson, CEO, CFO, COO, President or Secretary becomes vacant for any reason, the Board shall fill such vacancy, and if any office becomes vacant, the Board may fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of his predecessor shall have expired, unless re-elected or reappointed by the Board.

4.6 The Chief Operating Officer.

Subject to the control of the Board and the CEO and CFO the Chief Operating Officer give counsel and advice to the Board and the officers of the Corporation on all subjects concerning the welfare of the Corporation and the conduct of its business and shall perform such others duties as the Board may from time to time determine. Unless otherwise determined by the Board, he shall preside at the meetings of the Board and of the Shareholders at which he is present.

4.7 The Chief Executive Officer.

Subject to the control of the Board and the CFO and COO the Chief executive Officer shall have general and active management and control of the business and affairs of the Corporation subject to the control of the Board and shall see that all orders and resolutions of the Board are carried into effect. The CEO shall from time to time make such reports of the affairs of the Corporation as the Board of Directors may require and shall perform such other duties as the Board may from time to time determine.

4.8 The Chief Financial Officer.

Subject to the control of the Board and the CEO and COO the Chief Financial Officer shall in general supervise and control the financial business and affairs of the Corporation.

4.9 The Secretary.

The Secretary shall, to the extent practicable, attend all meetings of the Board and all meetings of the Shareholders and shall record all votes and the minutes of all proceedings in a

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book to be kept for that purpose. They may give, or cause to be give, notice of all meetings of the Shareholders and of the Board, and shall perform such other duties as may be prescribed by the Board, Chairperson, CEO, CFO, COO under whose supervision they shall act. They shall keep in safe custody the seal of the Corporation and affix the same to any duly authorized instrument requiring it and, when so affixed, it shall be attested by their signature or by the signature of the Treasurer or, if appointed, an Assistant Secretary or an Assistant Treasurer. They shall keep in safe custody the certificate books and Shareholder records and such other books and records as the Board may direct, and shall perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board, Chairperson, CEO, CFO, or COO.

4.10 The Treasurer.

The Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, shall render to the Chairperson, CEO, CFO, COO and directors, at the regular meetings of the Board or whenever they may require it, and account of all their transactions as Treasurer and of the financial condition of the Corporation and shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Board, Chairperson, CEO, CFO, or COO.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNT, ~~ETC.~~

5.1 Execution of Documents.

The Board shall designate, by either specific or general resolution, the officers, employees and agents of the Corporation who shall have the power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation, and may authorize such officers, employees and agents to delegate such power (including authority to relegate) by written instrument to other officers, employees or agents of the Corporation. Unless so designated or expressly authorized by these Bylaws, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit to render it liable peculiarly for any purpose or amount.

5.2 Deposits.

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All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board or Treasurer, or any other officer of the Corporation to whom power in this respect shall have been given by the Board, shall select.

5.3 Proxies with Respect to Share or Other Securities of Other Corporations.

The Board shall designate the officers of the Corporation who shall have authority from time to time to appoint an agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of share or other securities in any other corporation, and to vote or consent with respect to such share or securities. Such designated officers may instruct the person or persons so appointed as to the manner of exercising such powers and rights, and such designated officers may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, such written proxies, powers of attorney or other instruments as they may deem necessary or proper in order that the Corporation may exercise its powers and rights.

ARTICLE VI

SHARES AND THEIR TRANSFER; FIXING RECORD DATE

6.1 Certificates for Shares.

Every owner of a share or shares of the Corporation shall be entitled to have a certificate certifying the number and class of shared owned by them in the Corporation, which shall be in such form as shall be prescribed by the Board. Certificates shall be numbered and issued in consecutive order and shall be signed by, or in the name of, the Corporation by the Chairperson, CEO, CFO, COO, President or any Vice President, and by the Treasurer (or an Assistant Treasurer, if appointed) or the Secretary (or an Assistant Secretary, if appointed). In case any officer or officers who shall have signed any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation, or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates ma nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate has not ceased to be such officer or officers of the Corporation.

6.2 Record.

A record in one or more counterparts shall be kept of the name of the person, form or corporation owning the shares represented by each certificate for share of the Corporation issued, the number of shares represented by each such certificate, the date thereof and, in the case of cancellation, the date of cancellation. Except as otherwise expressly required by law, the person in whose name shares of share stand on the share record of the Corporation shall be deemed the owner thereof for all purposed regarding the Corporation.

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Shareholder Records. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar a record of the names and addressed of all shareholders and the number and class of shares held by each shareholder.

Corporate Documents and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and Bylaws as amended to which shall be open to inspection by the Shareholders at all reasonable times during office hours. The Corporation shall, upon the written request of any Shareholder, furnish to that Shareholder a copy of the Articles of Incorporation or Bylaws as amended to date.

Minutes and Accounting Records. The minutes of proceedings of the Shareholders, the Board of Directors, and committees of the Board, and the accounting books and records will be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes will be kept in written form, and the accounting books and records will be kept either in written form or in a form capable of being converted into written form.

Inspection by Directors. Subject to applicable Alaska law, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporation for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Annual Report to Shareholders. Subject to the ABCA, for as long as the Corporation has fewer than the number of shareholders specified in the applicable, if any, any requirement of any annual report to shareholders is expressly waiver. However, nothing in this provision shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board considered appropriate.

At the annual meeting of shareholders, or the meeting held in lieu thereof, the Corporation shall lay before the shareholders a financial statement consisting of:

(a) A balance sheet containing a summary of the assets, liabilities, stated capital, if any, and surplus (showing separately any capital surplus arising from unrealized appreciation of assets, other capital surplus, and earned surplus) of the Corporation as of the end of the Corporation's most recent fiscal year, except that, if consolidated financial statements are laid before the shareholders, the consolidated balance sheet shall show separately or disclose by a note the amount of the consolidated surplus that does not constitute earned surplus of the Corporation or any of its subsidiaries and that is not classified as stated capital or capital surplus on the consolidated balance sheet; and

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(b) A statement of profit and loss and surplus, including a summary of profits, dividends or distributions paid, and other changes in the surplus accounts of the Corporation for the period commencing with the date marking the end of the period for which the last preceding statement of profit and less required under this Section was made and ending with the date of said balance sheet, or in the case of the first statement of profit and loss, from the incorporation of the Corporation to the date of said balance sheet.

Financial Statements. The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal office for 3 years. These documents shall be exhibited at all reasonable office times, or copies provided, to any shareholder within 30 days after demand of shareholder.

Form of Records. Any records maintained by the Corporation in the regular course of its business, with the exception of minutes of the proceedings of the shareholders, and of the Board of Directors and its committees, but including the Corporation's share ledger and books of account, may be kept on, or be in the form of a magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

6.3 Transfer and Registration of Share.

Share of the Corporation is non-transferable without a super-majority approval from all shareholders of the Corporation. The Founder of the Corporation, Jessica Rhoads, has the first right to purchase shares from shareholders. In the event the Founder does not exercise her first right of purchase, the share shall be offered to existing shareholders for purchase. In any event, no transfer of share shall occur without super-majority approval of all Corporation shareholders.

Registration of transfers of shares of the Corporation shall be made only on the books of the Corporation upon request of the registered holder thereof, or of their attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and upon the surrender of the certificate of certificates for such shares properly endorsed or accompanied by a share power duly executed.

6.4 Addresses of Shareholders.

Each Shareholder shall designate to the Secretary and address at which noticed of meetings and all other corporate noticed may be served or mailed to them, and, if any Shareholder shall fail to designate such address, corporate noticed may be served upon them by mail directed to them at their post-office address, if any, as the same appears on the share record books of the Corporation or at their last known post-office address.

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6.5 Lost, Destroyed and Mutilated Certificates.

The holder of any shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the Board may, in its discretion, cause to be issued to them a new certificate or certificates for such shares, upon the surrender of the mutilated certificates or, in the case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction, and the Board may, in its discretion, require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum and with such surety or sureties as it may direct to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.

6.6 Regulations.

The Board may make such rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer, restrictions, and registration of certificates for share of the Corporation.

6.7 Fixing Date for Determination of Shareholders of Record.

(a) In order that the Corporation may determine the Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall be not more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board, the record date for determining Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of Shareholders of record entitled to notice of or to vote at a meeting of Shareholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the Shareholders entitled to consent to corporation action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall be not more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining Shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by the ABCA, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Alaska, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Shareholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, rerun receipt

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requested. If no record date has been fixed by the Board and prior action by the Board is required by the ABCA, the record date for determining Shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

(c) In order that the Corporation may determine the Shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the Shareholders entitled to exercise any rights in respect of any change, conversion or exchange of share, or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining Shareholders for any such purpose shall be at the close of business on the date on which the Board adopts the resolution relation thereto.

(d) As the Corporation is a "start-up" business, subject to unpredictable regulatory costs and barriers to entry, the Corporation shall automatically re-invest 100% of its profits back into the Corporation for the first three (3) years of operation for purposes of solidifying the Corporation's market share and expanding the business activities of the Corporation. Thereafter, upon a majority vote of the shareholders, the Corporation will commence issuance of dividends to shareholders in an amount to be determined by the board based on the profit margins and expense of business operations.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

7.1 Indemnification.

(a) As provided in the Certificate, to the fullest extent permitted by the ABCA as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its Shareholders for breach of fiduciary duty as a director.

(b) Without limitation of any right conferred by paragraph (a) of this Section 7.1, each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that her or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity while serving as a director, officer or employee or in any other capacity while serving as a director, officer or employee, shall be indemnified and held harmless by the Corporation to the fullest extend authorized by the ABCA, as the same exists or may hereafter be

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amended (but, in the case of any such amendment, only to the extent that such amendment permit the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgements, fines, excise taxes or amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or employee and shall inure to the benefit of the indemnitee's heirs, testators, intestates, executors and administrators; provide, however, that such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to a criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful; provided further, however, that no indemnification shall be made in the cause of an action, suit or proceeding that such director, officer, employee or agent is liable to the Corporation, unless a court having jurisdiction shall determine that, despite such adjudication, such person is fairly and reasonably entitled to indemnification; provided further, however, that, except as provided in Section 7.1(c) of this Article VII with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) initiated by such indemnitee was authorized by the Board. The right to indemnification conferred in this Article VII shall be a contract right and shall advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee, benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

(c) If a claim under Section 7.1(b) of this Article VII is not paid in full by the Corporation within 60 days after written claim has been received by the Corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be 20 days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of any undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the ABCA. Neither the failure of the Corporation (including the Board, independent legal counsel, or the Shareholders) to have made a determination prior to the

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commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the ABCA, nor an actual determination by the Corporation (including the Board, independent legal counsel or the Shareholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section or otherwise shall be on the Corporation.

(d) The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate, agreement, vote of Shareholders or disinterested directors or otherwise.

7.2 Insurance.

The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Corporation or any person who is or was serving at the request of the Corporation as a director, officer, employer, or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the ABCA.

ARTICLE VIII

FISCAL YEAR AND AMENDMENT

8.1 Fiscal Year.

The fiscal year end of the Corporation shall be December 31 unless otherwise determined by the Board.

8.2 Amendment.

Any bylaw (including these Bylaws) may be adopted, amended or repealed by the vote of the holder of a majority of the shares then entitled to vote or by the Shareholders' written consent pursuant to Section 2.11 of Article II, or by the vote of the Board or by the directors' written consent pursuant to Section 3.6 of Article III.

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CHUBBY GIRL CONFECTIONS, INC.

CERTIFICATE BY SECRETARY OF ADOPTION OF

BYLAWS BY SOLE INCORPORATOR

OF Chubby Girl Confections, Inc.

The undersigned, Jessica Rhoads, as Secretary of Chubby Girl Confections, Inc., an Alaska corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the bylaws of the Corporation and that such bylaws were duly adopted by the sole incorporator of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of September 25, 2019.

Jessica Rhoads

Jessica Rhoads, Secretary

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