

# EXHIBIT C

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Utah Div Of Corp & Comm Code

ARTICLES OF INCORPORATION

OF

BIG DOG PAWN & JEWELRY OF MURRAY, INC

JBB

KNOW ALL MEN BY THESE PRESENTS

We, the undersigned, as citizens and being of lawful age do hereby prepare this documentation for the purpose of forming a private corporation under and pursuant to the laws of the State of Utah, and hereby set forth, declare and certify the following

09-08-11 P03 36 RCVD

ARTICLES OF INCORPORATION

I

The name of the corporation shall be

BIG DOG PAWN & JEWELRY OF MURRAY, INC

II

The principal place of business and registered office of the corporation shall be in SALT LAKE COUNTY, State of Utah, with its office located at 14348 ARCADIA ROSE, HERRIMAN, UT 84096 The corporation may establish other offices at any place or places within the State of Utah or other states or countries by a majority vote of the Directors, meeting for that purpose MONTE G MCKEE will act as the corporation's registered agent at the above address I hereby acknowledge and accept my appointment as registered agent

*Monte G McKee*  
MONTE G MCKEE

Div of Corp & Comm Code  
I, Monte G McKee, do hereby certify that the information furnished herein is true and correct.  
Signature: Monte G McKee  
Date: 9/6/11  
Witness: David P Larson  
By: David P Larson  
Attorney at Law

Date: 09/08/2011  
Receipt Number: 3678647  
Amount Paid: \$70.00

DAVID P LARSON  
ATTORNEY AT LAW  
2252 SEGO LILY DRIVE  
SANDY UTAH 84092

8096919

III

The term of the corporation shall be perpetual or until sooner dissolved by the voluntary act of the majority of the stockholders or as otherwise provided by law

IV

The following persons are named as incorporators and their addresses are as follows, to-wit

| <u>NAME</u>       | <u>ADDRESS</u>                                   |
|-------------------|--|
| MONTE G MCKEE     | 13932 SOUTH EMMELINE DRIVE<br>HERRIMAN, UT 84096 |
| KELLI A CARPENTER | 14348 ARCADIA ROSE<br>HERRIMAN, UT 84096         |

V

The pursuit or business which it is agreed shall be carried on by said corporation shall be a Pawn Shop and to engage in any lawful act or activity for which corporations may be organized and such other lawful purposes as authorized by the Utah Business Corporations Act

VI

The amount of stock of the corporation shall be as follows There shall be authorized 50,000 shares of common par value voting stock of the par value of One Dollar (\$1 00) per share Such stock shall have a representation of one vote per share

VII

The aforesaid capital stock has been fully paid by the subscribers hereto The corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares

VIII

The private property of the stockholders shall not be liable for the debts of the corporation and the stock of the corporation shall not be subject to assessment for the payment of the debts of the corporation or for any other reason

IX

The Board of Directors shall consist of a membership of not less than one (1) nor more than seven (7) Directors to be elected by the stockholders at the annual or special stockholders' meeting, by a majority of the stock entitled to vote represented by such meeting. A President, Secretary and Treasurer shall be appointed by the Directors at a meeting immediately following the annual stockholder's meeting or in any other special meeting called for that purpose. The same person may act in multiple capacity as President, Secretary and Treasurer. Any officer of this corporation may be removed at a special meeting of the stockholders, by a majority vote of the stockholders, each stockholder being entitled to one (1) vote per share of stock held by said stockholder, and any officer may resign which resignation shall take effect upon acceptance thereof by the Board of Directors, sitting in session for that purpose.

X

The following incorporators shall serve as officers and directors of said corporation until the first annual stockholder's meeting to be held on the first Monday of the month of July at the office of the corporation in HERRIMAN, Utah, to-wit:

|                   |                     |  |
|-------------------|---------------------|--|
| MONTE G MCKEE     | 13932 S EMMELINE DR | PRESIDENT AND DIRECTOR AND SHAREHOLDER                               |
| KELLI A CARPENTER | 14348 ARCADIA ROSE  | VICE-PRESIDENT, SECRETARY/<br>TREASURER AND DIRECTOR AND SHAREHOLDER |

XI

All meetings of the stockholders, directors or officers of this corporation shall be held at the principal place of business of the corporation in the State of Utah, unless another more suitable place shall be designated in advance by the Board of Directors. Notice to stockholders shall be given of all annual meetings of stockholders and special meetings when called by the Directors or by any number of stockholders holding not less than one-third (1/3) of the outstanding stock entitled to vote at such meetings. Such notice shall be given by service or by mail at least five days before the date fixed for said meeting.

XII

Two-thirds (2/3) of the entire Board of Directors shall be necessary to form a quorum and be authorized to transact the business and exercise the corporate powers of the corporation.

XIII

The corporation shall keep such books of record of its proceedings and business as is required by law and good business practice and it shall further keep a stock transfer book in which it shall be made to appear the original stockholders, their interest, the amount paid on their shares of stock and all transfers thereof. All books of the corporation shall at all reasonable hours be subject to the inspection of any bona fide stockholders or stockholder of record. The stock transfer books shall be closed by direction of the Board of Directors for a period not exceeding thirty (30) days preceding the date of any meeting of stockholders, or the date of payment of any dividend or in connection with the obtaining the consent of the stockholders for any purpose.

IN WITNESS WHEREOF, We have hereunto set our hand this 9<sup>TH</sup> day of SEPTEMBER, 2011.

Monte G. McKee  
MONTE G. MCKEE, Incorporator

Kelli A. Carpenter  
KELLI A. CARPENTER, Incorporator

STATE OF UTAH                    )  
  ):ss  
County of Salt Lake            )

On this 9<sup>TH</sup> day of SEPTEMBER, in the year 2011, before me MARK A GILBERT, a notary public, personally appeared MONTE G. MCKEE & KELLI A. CARPENTER, proved on the basis of satisfactory evidence to be the persons whose names are subscribed to this instrument, and acknowledged they executed the same. Witness my hand and official seal.

Mark A Gilbert  
NOTARY PUBLIC

