

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF JOHNSON THERMAL SYSTEMS, INC.**

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**-FILED-**  
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The Articles of Incorporation of Johnson Thermal Systems, Inc. ("Corporation") are amended and restated in their entirety as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is Johnson Thermal Systems, Inc. ("Corporation").

**ARTICLE 2  
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3  
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Corporation's principal office is 1711 Slipstream Way, Caldwell, Idaho 83605.

**ARTICLE 4  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 29, Title 30, Idaho Code (the "IBCA").

**ARTICLE 5  
SHARES**

**5.1 Capital Stock.** The Corporation is authorized to issue one class of capital stock designated as "Common Stock." The Corporation is authorized to issue 5,000,000 shares of Common Stock, no par value.

**5.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

**5.3 Preemptive Rights.** Unless otherwise provided in a written agreement of the shareholders of the Corporation, no shareholder of the Corporation shall have a preemptive right to acquire stock in the Corporation.

**5.4 Treasury Shares.** Unless a resolution of the Board of Directors provides that reacquired Common Stock constitutes authorized but unissued shares of Common Stock, reacquired Common Stock constitutes treasury shares and may be held, used, resold, or

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disposed of free of any restrictions that would be imposed on the original issuance of shares of Common Stock.

**5.5 Voting.** Each outstanding share of Common Stock is entitled to one vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

**5.6 Action Without a Meeting.** Any action required or permitted by the IBCA to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having at least the minimum number of votes that would be required to authorize or take action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent must be signed and dated by the shareholder(s) approving the action and must be delivered to the Corporation for filing with its minutes or other shareholder records. If the shareholders act by written consent as provided in this Section 5.6, the Corporation shall comply with all notice requirements set forth in Idaho Code § 30-29-704.

**ARTICLE 6  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 1711 Slipstream Way, Caldwell, Idaho, 83605. The name of the registered agent at such address is Zachary Erlebach.

**ARTICLE 7  
BOARD OF DIRECTORS**

**7.1 Corporate Powers.** The Board of Directors shall manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-1-732 of the IBCA.

**7.2 Board of Directors.** The number of directors constituting the Board of Directors will be no less than one and no greater than five. The authorized number of the directors may be fixed or changed in accordance with the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the IBCA.

**ARTICLE 8  
LIMITATION OF LIABILITY**

A director of the Corporation will not be personally liable to the Corporation or its shareholders for money damages for any action taken as a director, or any failure to take action as a director, except for any liability for: (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 30-29-833 of the IBCA, or (iv) an

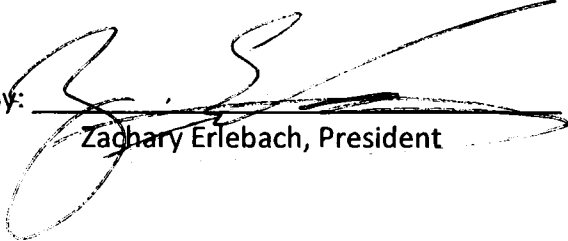
intentional violation of criminal law. If the IBCA is amended to permit greater elimination or limitation of personal liability of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

**ARTICLE 9  
INDEMNIFICATION**

The Corporation shall indemnify the directors of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of directors, then the directors of the Corporation will be entitled to such greater rights as permitted by the amendment to the IBCA.

These Third Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation as of August 10, 2021.

By: \_\_\_\_\_

  
Zachary Erlebach, President