

FILED EFFECTIVE

2018 MAR 28 AM 11:14

SECRETARY OF STATE
STATE OF IDAHO

CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

WELCH, COMER & ASSOCIATES, INC.

Pursuant to the provisions of Idaho Code § 30-29-1007, Welch, Comer & Associates, Inc., an Idaho corporation (the "Corporation"), hereby certifies that it has amended and restated its articles of incorporation.

FIRST: The name of the Corporation is:

Welch, Comer & Associates, Inc.

SECOND: The Amended and Restated Articles of Incorporation are hereby adopted by the Corporation and supersede the Articles of Incorporation of the Corporation and contain amendments to the Articles of Incorporation as follows:

1. The Articles of Incorporation are amended to read in their entirety as set forth in the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A.
2. The amendments increase the number of authorized shares of common stock of the Corporation ("Common Stock") to 6,000,000 and to implement the 1:800 forward stock split of each issued and outstanding share of Common Stock.
3. The amendments also eliminate shareholders' preemptive rights and shareholders' cumulative voting rights.

THIRD: The foregoing amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent on March 24, 2018 in accordance with Idaho Code § 30-29-821.

FOURTH: The foregoing amendments to the Articles of Incorporation were duly approved and adopted effective on March 26, 2018 by the shareholders of the Corporation in accordance with the provisions of Idaho Code § 30-29-704. The number of issued and outstanding shares of Common Stock is 6,000, the number of votes entitled to be cast on the amendment is 6,000 and the number of votes represented at the meeting was 6,000. The total number of votes cast for the amendment was 6,000, and the total number of votes cast against the amendment was 0.

EXECUTED as of March 26, 2018.

03/28/2018 05:00

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WELCH, COMER & ASSOCIATES, INC.

By: Philip F. Boyd, President

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EXHIBIT A

Amended and Restated Articles of Incorporation of Welch, Comer & Associates, Inc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WELCH, COMER & ASSOCIATES, INC.**

Pursuant to the provisions of Idaho Code § 30-29-1007, Welch, Comer & Associates, Inc., an Idaho corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as now and heretofore amended:

**ARTICLE I.
NAME**

The name of this Corporation is Welch, Comer & Associates, Inc.

**ARTICLE II.
SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue is 6,000,000 shares of common stock of the Corporation ("Common Stock") without par value. All shares of Common Stock are eligible to vote, and there shall be no other class or shares of stock in the Corporation.

Upon the filing with the Secretary of State of the State of Idaho of these Amended and Restated Articles of Incorporation, each issued and outstanding share of Common Stock shall hereby and hereupon be divided into 800 shares of Common Stock. Each certificate that heretofore represented shares of Common Stock prior to the filing of these Amended and Restated Articles of Incorporation shall hereafter represent the number of shares of Common Stock into which the shares of such certificate shall be divided

**ARTICLE III.
REGISTERED AGENT**

The registered agent of this Corporation and the street address of the registered office of the Corporation are as follows:

Registered Agent

Philip F. Boyd

Registered Office Address

350 E. Kathleen Ave
Coeur d'Alene, Idaho 83815

The mailing address of this Corporation shall be 350 E. Kathleen Ave., Coeur d'Alene, Idaho 83815.

**ARTICLE IV.
PREEMPTIVE RIGHTS**

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

**ARTICLE V.
CUMULATIVE VOTING**

Shareholders of this Corporation shall not have cumulative voting rights.

**ARTICLE VI.
MAJORITY SHAREHOLDER APPROVAL**

If a vote of the shareholders is required to authorize any of the following matters, such matters need to approved only by a majority of all votes of each voting group entitled to be cast on the matter:

1. Amendments to Articles of Incorporation.
2. Plan of merger or Plan of Share Exchange.
3. Sale, lease, exchange or other disposition of substantially all of the property of the Corporation, other than in the usual and regular course of business.
4. Proposal to dissolve the Corporation.

**ARTICLE VII.
DIRECTORS**

1. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating IBCA 30-29-833, or (c) any transaction from which the directors will personally receive benefit in money, property, or services to which the directors is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the IBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the IBCA, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

2. A director can only be removed for Cause in accordance with the terms of this Section. The Board of Directors will first make a determination that there are for Cause grounds for removing a Director and thereafter, the Board shall promptly call a shareholders' meeting. The removal of a Director requires the affirmative vote of Shareholders owning not less than 51% of the outstanding shares.

ARTICLE VIII.
INDEMNIFICATION

1. General. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the IBCA now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any directors from or on account of any (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of IBCA 30-29-833, or (c) any transaction with respect to which it was finally adjusted that such director personally received a benefit in money, property, or services to which the director was legally entitled.

2. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and its expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. Employees. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or by the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. Nonexclusive. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. Effect of Amendment. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omission occurring prior to such amendment or repeal.

ARTICLE IX.
SHAREHOLDER CONSENT

Without a unanimous written consent, the shareholders of this Corporation are authorized to take action required by or permitted by IBCA upon compliance with all the provisions of this section and IBCA. Such action may be taken without a meeting or a vote if the action is taken by shareholders holding of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. The taking of action by shareholders under this section must be evidenced by one or more written consents describing the action taken, executed by shareholders owning the minimum number of shares necessary to authorize the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The consent shall be delivered to the Corporation in written form, or, if

the Corporation has designated an address, location or system to which the consent may electronically transmitted, to such designated address, or system.

Notice of the taking of action by shareholders without a meeting by less than unanimous written consent of all shareholders shall be given, before the date on which the action becomes effective, to those shareholders entitled to vote on the action who have not consented in writing, and, if required by law, to all nonvoting shareholders by the Corporation, if any. The notice must be in writing and shall contain or be accompanied by the same material that, under IBCA 30-29, would have been required to be included in a notice of meeting at which the proposed action would have been submitted for shareholder action. If the action taken is of a type that would entitle shareholders to exercise dissenters' rights under the IBCA, the notice must comply with the IBCA.

CONSENT TO APPOINT REGISTERED AGENT

I, Philip F. Boyd, hereby consent to serve as Registered Agent in the state of Idaho for Welch, Comer & Associates, Inc. I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

Dated: 3/26/18


Philip F. Boyd, Registered Agent

Registered Office Address:
350 E. Kathleen Ave.
Coeur d'Alene, Idaho 83815