

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REDWIND PRODUCTIONS, INC.**

The following Amended and Restated Articles of Incorporation of REDWIND Productions, Inc. have been duly adopted by the Board of Directors and approved by the shareholders, represented by holders of 100% of the outstanding voting shares, at a special meeting held on this 8 day of May, 2025, pursuant to Idaho Code Title 30, Chapter 29, Part 10. These duly adopted and approved Articles of Incorporation consolidate all amendments adopted and approved to date and supersede and replace any prior Articles of Incorporation.

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**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is REDWIND Productions, Inc. (the "**Corporation**").

**ARTICLE II
PURPOSE OF THE CORPORATION**

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the Idaho Business Corporation Act other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Idaho Corporations Code.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent in the State of Idaho is:

ELC Legal Services, Chtr.
3142 W. Belltower Dr.
Meridian, Idaho 83646

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The address of the principal place of business of the Corporation shall be:

5045 Skyview Drive Rapid City, South Dakota 57702

The Board of Directors may, in its sole discretion, change the principal place of business from time to time by resolution without the necessity of amending these Articles.

**ARTICLE V
INCORPORATOR**

The name and address of the original incorporator is:

Brian Jamieson
5045 Skyview Drive Rapid City
South Dakota 57702

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. Number and Qualifications.

The number of directors constituting the Board of Directors of the Corporation shall be not less than one (1) nor more than five (5), as fixed from time to time by the Bylaws of the Corporation. The initial number of directors shall be one (1). The name and address of each person who is to serve as a director until the next annual shareholders' meeting or until the election and qualification of a successor is as follows:

NAME	ADDRESS
Brian Jamieson	5045 Skyview Drive Rapid City, South Dakota 57702

Section 6.2. Election and Term.

At each election of directors, the holders of Common Stock shall elect the members of the Corporation's Board of Directors. Each director elected shall hold office until the next annual meeting of shareholders or until a successor has been elected and qualified. Vacancies on the Board of Directors may be filled by appointment by the remaining directors.

Section 6.3. Limitation of Liability.

No Director serving as a member of the Board of Directors of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, to the fullest extent permitted by Idaho law. This limitation of liability shall not eliminate or limit the liability of a director for: (i) any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director derived an improper personal benefit, or (iv) any other acts or omissions for which directors may not be relieved of liability under Idaho law.

ARTICLE VII DURATION

The Corporation shall have perpetual existence.

ARTICLE VIII SHARES

Section 8.1. Authorized Capital Stock.

The Corporation is authorized to issue one class of stock to be designated as "Common Stock." The total number of shares which this Corporation is authorized to issue is **1,000** with an initial par value of \$0.001 per share.

Section 8.2. No Pre-Emptive Rights.

No shareholder shall have any pre-emptive rights entitling such shareholder to acquire unissued or treasury shares of the Corporation or other securities of the Corporation convertible into such shares or carrying a right to subscribe to or acquire such shares.

Section 8.3. Voting Rights.

Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held by such holder. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

Section 8.4. S-Corporation Restrictions.

So long as the Corporation maintains its status as an S-Corporation under the Internal Revenue Code:

- (a) The Corporation shall not have more than 100 shareholders;
- (b) All shareholders must be individuals, estates, certain trusts, certain tax-exempt organizations, or certain other entities specifically permitted to be shareholders of an S-Corporation under the Internal Revenue Code;
- (c) The Corporation shall not have any nonresident alien shareholders; and
- (d) The Corporation shall not issue more than one class of stock, as defined for federal income tax purposes.

Any purported transfer of shares in violation of these restrictions shall be null and void. The Board of Directors may establish additional transfer restrictions in the Bylaws to preserve the Corporation's S-Corporation status.

ARTICLE IX DIVIDENDS AND DISTRIBUTIONS

Section 9.1. Dividends.

The Board of Directors may declare dividends on its issued and outstanding stock payable in cash, property or its own shares except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to the provisions of Idaho law.

Section 9.2. Distributions.

The Board of Directors may distribute to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash, or property subject to the restrictions contained in Idaho Code as it now exists or may be hereafter amended.

Section 9.3. Non-Cumulative Dividends.

Dividends on shares of Common Stock shall be payable when, as and if declared by the Board of Directors of the Corporation, and shall not be cumulative, and no right shall accrue to

holders of Common Stock by reason of the fact that dividends on said shares are not declared in any prior period.

ARTICLE X LIQUIDATION PREFERENCES

Section 10.1. Liquidation and Dissolution.

In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, distributions to the shareholders of the Corporation shall be made in the following manner:

(a) The holders of Common Stock shall be entitled to receive the remaining assets, after all obligations have been satisfied, of the Corporation pro rata based upon the number of shares of Common Stock held.

(b) A merger or reorganization of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation within the meaning of this Article unless the shareholders of the Corporation immediately prior to such transaction will own immediately after such transaction less than 50% of the equity securities of the surviving corporation or its parent.

Section 10.2. Non-Cash Distributions.

If any of the non-cash assets of the Corporation are to be distributed to the shareholders, the Board of Directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each shareholder of the appraiser's valuation. Notwithstanding the above, any securities to be distributed to the shareholders shall be valued as follows:

(a) If traded on a securities exchange or the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange, or the last reported sale prices on the Nasdaq National Market as the case may be, over the 30-day period ending three (3) business days prior to the closing;

(b) If actively traded over-the-counter (other than on the Nasdaq National Market), the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) business days prior to the closing; and

(c) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and the holders of not less than a majority of the outstanding shareholders, provided that if the Corporation and the holders of a majority of the outstanding shareholders are unable to reach an agreement, then by independent appraisal by an investment banker hired and paid by the Corporation, but acceptable to the holders of at least a majority of the outstanding shareholders.

ARTICLE XI BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this Corporation, subject to the power of the shareholders to amend or repeal such Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or these Articles of Incorporation.

ARTICLE XII INDEMNIFICATION

Section 12.1. Right to Indemnification.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person.

Section 12.2. Prepayment of Expenses.

The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article XII or otherwise.

Section 12.3. Non-Exclusivity of Rights.

The rights conferred on any Covered Person by this Article XII shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, the Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 12.4. Other Sources.

The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 12.5. Amendment or Repeal.

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Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by Idaho law. Any amendment to these Articles of Incorporation must be approved by the Board of Directors and by the holders of a majority of the outstanding shares entitled to vote thereon, unless a higher percentage is required by Idaho law or by these Articles of Incorporation.

ARTICLE XIV FORUM SELECTION

Unless the Corporation consents in writing to the selection of an alternative forum, the courts within the State of Idaho shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Idaho Business Corporation Act, or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said courts having personal jurisdiction over the indispensable parties named as defendants therein.

SIGNATURE OF INCORPORATOR

The undersigned, being the incorporator hereinbefore named, hereby declares and certifies that the facts stated herein are true, and accordingly, has hereunto set his hand this 8 day of May, 2025.

Brian Jamieson, Incorporator

SIGNATURE OF OFFICER

The undersigned, being a duly authorized officer of the Corporation, hereby executes these Amended and Restated Articles of Incorporation this 8 day of May, 2025.

Signature(s) of Incorporator(s)

Brian Jamieson

Dated:

05.08.2025