

Statement of Merger

1. **Merging Entity.** The name, jurisdiction of formation, and type of entity of the merging entity is Project Water Merger Sub, Inc., an Idaho corporation (“**Merging Entity**”).
2. **Surviving Entity.** The name, jurisdiction of formation, and type of entity of the converted entity is Baseline, Inc., an Idaho corporation (“**Surviving Entity**”).
3. **Effective Date.** This Statement of Merger is effective on the date and time of filing (“**Effective Date**”).
4. **Approval.** The merger was approved by the Merging Entity in accordance with Part 4 of the Idaho Model Entity Transactions Act (Idaho Code §§ 30-22-401 through 30-22-406). The Merging Entity holds at least 90% of the voting power of each class and series of the outstanding shares or eligible interests which have the voting power of the Surviving Entity, so the Surviving Entity’s approval is not required under Idaho Code Section 30-29-1105.
5. **Amended and Restated Articles of Incorporation.** The Surviving Entity’s articles of incorporation as in effect immediately before the Effective Date will be amended and restated in their entirety to read as set forth on **Exhibit A** to this Statement of Merger and will be the Surviving Entity’s articles of incorporation after the Effective Date, until duly amended in accordance with applicable law.
6. **Registered Agent.** The name of the Surviving Entity’s registered agent is C T Corporation System and the street and mailing address of the Surviving Entity’s registered agent is 1555 W. Shoreline Dr., Suite 100, Boise, Idaho 83702.
7. **Signatures.** The Merging Entity executed this Statement of Merger on the date set forth opposite its signature to be effective on the Effective Date.

Merging Entity:

Project Water Merger Sub, Inc.

Date: April 3, 2025

By: 
135D0D01BB0D4BA
Name: Christopher Spain
Title: President

Statement of Merger

Exhibit A

Amended and Restated Articles of Incorporation of Baseline, Inc.

(See attached.)

Baseline, Inc.
Second Amended and Restated Articles of Incorporation

Baseline, Inc., an Idaho corporation (“**Corporation**”), was incorporated by the filing of Articles of Incorporation with the Idaho Secretary of State on April 3, 2008, which were amended by filings with the Idaho Secretary of State on April 24, 2008 and October 27, 2011 and amended and restated in their entirety by the filing of “Amended and Restated Articles of Incorporation” with the Idaho Secretary of State on May 13, 2016. Effective on the date filed with the Idaho Secretary of State, these Second Amended and Restated Articles of Incorporation amend and restate, in their entirety, the Corporation’s previously filed articles of incorporation and all prior amendments and restatements, as follows:

Article 1. Name

The name of the Corporation is Baseline, Inc.

Article 2. Capital Stock

2.1 **Authorized Shares.** The total number of shares the Corporation shall have authority to issue is 19,000,000 shares of common stock having no par value per share.

2.2 **Terms of Classes or Series Determined by Board of Directors.** The Board of Directors is authorized to: (a) classify any unissued shares into one or more classes or into one or more series within a class; (b) reclassify any unissued shares of any class into one or more classes or into one or more series within one or more classes; (c) reclassify any unissued shares of any series of any class into one or more classes or into one or more series within a class; and (d) exercise all powers permitted by Section 30-29-602, Idaho Code, or its successor statute. If the Board of Directors acts pursuant to this authorization, the Board of Directors must determine the terms of any such class or series of shares, including without limitation the rights, preferences, and limitations, such as dividend rights and preferences, conversion rights, voting rights, rights of redemption, and liquidation preferences of such series or class. The Board of Directors is authorized to fix the number of shares constituting each class or series and to increase or decrease the number of shares of any class or series prior to the issuance or reissuance of shares of that class or series. Prior to issuing any shares of any class or series classified or reclassified by the Board of Directors pursuant to this Section 2.2, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class or series.

Article 3. Registered Agent

The name of the Corporation’s registered agent is CT Corporation System and the street address of the Corporation’s registered agent is 1555 W. Shoreline Dr., Ste 100, Boise, Idaho 83702.

Article 4. Mailing Address

The mailing address of the Corporation is 1720 Corporate Circle, Petaluma, California 94954.

Article 5. Shareholder Action by Nonunanimous Written Consent

Any action required or permitted by the Idaho Business Corporation Act, as it may be amended from time to time (“Act”), 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 the outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent must bear the date of signature of the shareholder who signs the consent and be delivered to the Corporation for filing by the Corporation with the Corporation’s records.

Article 6. Limitation on Liability

To the fullest extent permitted by law, there shall be no liability of any director of the Corporation to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director; provided, however, if the Act, as in effect from time to time, restricts the elimination or limitation of a director’s liability, then the foregoing provision shall not eliminate or limit the liability of each director of the Corporation to the extent the Act restricts the elimination or limitation, respectively, of a director’s liability. Any repeal or modification of this Article 6 shall not affect adversely any right or protection of any director of the Corporation with respect to any act or omission of the director occurring prior to the time of such repeal or modification.

Article 7. Indemnification

The Corporation shall, to the fullest extent of the law, indemnify any director or officer of the Corporation for any liability (as defined in Section 30-29-850(3), Idaho Code, or its successor statute) to any person for any action taken, or any failure to take any action, as a director or officer, respectively; provided, however, if the Act, as in effect from time to time, restricts any obligatory indemnification of a director or officer, then the foregoing provision shall not require indemnification of each director or officer of the Corporation to the extent the Act restricts obligatory indemnification of the director or officer. Any repeal or modification of this Article 7 shall not affect adversely any right or protection of any director or officer of the Corporation with respect to indemnification of the director or officer occurring prior to the time of such repeal or modification.

Article 8. Approval

These Second Amended and Restated Articles of Incorporation consolidate all amendments into a single document and all amendments included in these Second Amended and

Restated Articles of Incorporation were duly approved and adopted in accordance with Sections 30-29-1105 and 30-22-202 of the Act.

Date: _____

By: _____
Name: Christopher Spain
Its: President