

FILED AT THE REQUEST OF:
Shoe Holdings, Inc.

FILED BY:

Kaycie Rupp, Esq.
Perkins Coie LLP
1111 W Jefferson St., Suite 500
Boise, Idaho 83702-5391

For Office Use Only

-FILED-

File #: 0004503516

Date Filed: 11/19/2021 4:52:00 PM

**ARTICLES OF INCORPORATION
OF
SHOE HOLDINGS, INC.**

The undersigned, acting as incorporator of **Shoe Holdings, Inc.** (the “Corporation”) under the Idaho Business Corporation Act (the “Act”), adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is “Shoe Holdings, Inc.”

**ARTICLE 2
CAPITAL STOCK**

A. Authorized Capital.

The Corporation is authorized to issue a total of one thousand (1,000) shares of common stock, no par value (“Common Stock”)

B. Voting Rights.

The holders of shares of Company Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law.

C. Preemptive Rights.

Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

**ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

<u>Name</u>	<u>Address</u>
CT Corporation System	921 S Orchard St Ste G Boise, ID 83705

**ARTICLE 4
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Kaycie Rupp	c/o Perkins Coie LLP 1111 W. Jefferson St. Suite 500 Boise, ID 83702

**ARTICLE 5
MAILING ADDRESS**

The mailing address of the Corporation shall be: c/o Perkins Coie LLP, 1111 W. Jefferson St. Suite 500 Boise, ID 83702.

**ARTICLE 6
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 7
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 8
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 9
INDEMNIFICATION AND LIMITATION ON LIABILITY**

A. Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the

case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

B. Limitation on Liability.

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 10
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, the undersigned submits these Articles of Incorporation to the Secretary of State for the State of Idaho for filing.

/s/ Kaycie Rupp

Kaycie Rupp, Incorporator

[SIGNATURE PAGE TO ARTICLES OF INCORPORATION OF SHOE HOLDINGS, INC.]