



# ARTICLES OF INCORPORATION

## (General Business)

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

**FILED EFFECTIVE**

2017 DEC 15 PM 2:54

SECRETARY OF STATE  
STATE OF IDAHO

This general business corporation is a **benefit corporation**.

(Check if applicable pursuant to Title 30, Chapter 20, Idaho Code)

**Article 1:** The name of the corporation shall be:

Bella Vista Holdings, Inc

**Article 2:** The number of shares the corporation is authorized to issue: 1000 Shares of Common Stock

**Article 3:** Registered agent name and address:

John Parkes 7200 N Rhine Ave. Meridian, ID 83646

**Article 4:** Incorporator name and address:

John Parkes 7200 N Rhine Ave. Meridian, ID 83646

**Article 5:** The mailing address of the corporation shall be:

7200 N Rhine Ave. Meridian, ID 83646

**Optional Articles** (director names and addresses, for example):

See Additional Articles Of Incorporation Attached Hereto And Made A Part Hereof By Reference.

Signature of at least one incorporator:

Printed Name: John Parkes

Signature:

Printed Name:

Signature:

Secretary of State use only

IDAMO SECRETARY OF STATE

12/15/2017 05:00

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## **EXHIBIT A**

Additional Articles Attached Hereto and Made a Part Hereof by Reference to the  
State of Idaho's "Article of Incorporation" Form

### **Bella Vista Holdings, Inc** An Idaho Corporation

#### **Article 6**

##### **PURPOSE**

The Corporation is organized for the purpose of engaging in any lawful activity, within or without of the State of Idaho.

#### **Article 7**

##### **ISSUANCE OF STOCK**

The total number of shares of authorized capital stock of the corporation shall be One Thousand (1,000) shares of common stock, having a no par value.

The stock may be issued from time-to-time without action by the stockholders. The stock may be issued for such consideration as may be fixed from time-to-time by the board of directors.

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter, authorized, or any bonds, debentures or securities convertible into stock, but such additional share of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such person and on such terms as in its discretion it shall deem advisable.

#### **Article 8**

##### **NONASSESSMENT OF STOCK**

The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

#### **Article 9**

##### **DURATION**

The corporation is to have perpetual existence.

#### **Article 10**

##### **MANAGEMENT**

The governing board of this corporation shall be known as directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-

laws of this corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The name and address of the first board of directors shall be one (2) in number and listed as follows:

John Parkes, Director  
7200 N Rhine Ave.  
Meridian, ID 83646

Vanessa Parkes, Director  
7200 N Rhine Ave.  
Meridian, ID 83646

These individuals shall serve as directors until the first annual meeting of the stockholders or until their successor(s) shall have been elected and qualified.

**Article 11**  
**LIMITED LIABILITY FOR DIRECTORS**

No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer: provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Idaho Law. Any repeal or modification of this article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

**Article 12**  
**HOLD HARMLESS PROVISION**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she, or a person of whom he/she is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Idaho from time-to-time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him/her in connection therewith. Such right of indemnification shall be a contract right, which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of

competent jurisdiction that he/she is not entitled to be indemnified by the corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this article.

Without limiting the application of the foregoing, the stockholders or board of directors may adopt bylaws from time-to-time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Idaho, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this article shall continue as to a person, who has ceased to be a director, officer, employee or agent, and shall to the benefit of the heirs, executors and administrators of such person.

### Article 13 DIRECTORS' POWERS

The furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or repeal the by-laws of the corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation; to authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities.

By resolution passed by a majority of the whole board, to designate one (1) or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution, or in the bylaws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation. Such committee, or committees, shall have such name, or names, as may be stated in the by-laws of the corporation, or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deems expedient and for the best interests of the corporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the board of directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, except as otherwise provided herein and by law.

Article 14  
AMENDMENT OF ARTICLES

Subject at all times to the express provisions of Article VI which cannot be amended, this corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or its bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said bylaws, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator herein before named for the purpose of forming a corporation pursuant to the general corporation law of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand.

This 11<sup>th</sup> day of December 2017

John Parkes

