

STATEMENT OF DOMESTICATION

Pursuant to § 30-22-505, Idaho Code

For Office Use Only

-FILED-

File #: 0003818406

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1. Name, jurisdiction, and type of the domesticating entity:

Name: Empower Agile, Inc.
Jurisdiction: State of Oregon
Type of Entity: Corporation

2. Name, jurisdiction, and type of the domesticated entity:

Name: Empower Agile, Inc.
Jurisdiction: State of Idaho
Type of Entity: Corporation

3. Effective date of domestication: the later of (i) 11:59 PM on March 31, 2020, or (ii) the time at which the domestication has become effective under the laws of Oregon.

4. The domesticating entity is a foreign entity, and the domestication is approved in accordance with the law of its jurisdiction of organization.

5. The domesticated entity is a domestic filing entity and its Amended and Restated Articles of Incorporation are attached as Exhibit A, and incorporated herein by this reference.

Domesticating Entity:

Empower Agile, Inc.,
An Oregon corporation

By: Ryan Fullmer
Name: Ryan Fullmer
Its: Authorized Officer

Domesticated Entity:

Empower Agile, Inc.
an Idaho corporation

By: Ryan Fullmer
Name: Ryan Fullmer
Its: Authorized Officer

EXHIBIT A

[Attach Articles of Incorporation]

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPOWER AGILE, INC.

(Restated to comply with Idaho law)

The Articles of Incorporation of Empower Agile, are in their entirety as follows:

ARTICLE 1

The name of the corporation is Empower Agile, Inc. (the "**Corporation**").

ARTICLE 2

The Corporation is organized for the purpose of transacting any lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, Idaho Code §§ 30-29-101 *et seq.*, as may be amended from time to time (the "**Act**").

ARTICLE 3

1. The corporation is authorized to issue one class of capital stock, which shall be designated "**Common Stock**." The total number of shares which the Corporation is authorized to issue is one hundred thousand (100,000) shares, no par value per share, of which one hundred thousand (100,000) shares shall be designated Common Stock. The holders of the Corporation's Common Stock shall have the right to one vote for each share upon each matter duly submitted to a vote at a meeting of the shareholders, and shall have the right to receive the net assets of the Corporation upon dissolution.
2. No shareholder shall have preferential or preemptive rights to acquire shares of the Corporation.
3. No shareholder shall be entitled to cumulate his or her votes for election of directors.
4. At any meeting of the shareholders, the holders of a majority of all the shares of the capital stock of the Corporation outstanding and entitled to vote on one or more of the subject matters to be considered at the meeting, present in person or represented by proxy, shall constitute a quorum of the shareholders for all purposes.

5. The Corporation shall have the right to purchase its own shares as provided by the Act.

6. Except as otherwise expressly provided herein, any action that may be taken by the shareholders at an annual or special meeting of shareholders may be taken without such a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding capital stock of the Corporation having 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 thereon were present and voted.

ARTICLE 4

The address of the registered office of the Corporation is 827 La Cassia Drive, Boise, Idaho 83705. The name of the registered agent at such address is Day Willis CPAs , PLLC

ARTICLE 5

1. The number of directors of the corporation shall be fixed pursuant to the bylaws of the Corporation.

2. Vacancies in the board of directors may be filled by the affirmative vote of the remaining directors even though less than a quorum. All other requirements for filling such vacancies shall be established by the bylaws of the Corporation.

3. All or any number of the directors may be removed, with or without cause, at a meeting expressly called for that purpose by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE 6

Contracts or transactions of the Corporation with an interested director or officer shall be valid as provided by the Act. The presence of an interested director shall count toward a quorum and he or she may vote in favor of the transaction.

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

6.2 Bylaws Amendment by Board of Directors. The Board of Directors is expressly authorized to alter, amend, or repeal the Corporation's Bylaws and to adopt new Bylaws, provided that such alteration, amendment, or repeal is not prohibited by these Articles, and subject to repeal or change by vote of holders of a majority of the voting shares of the

Corporation's capital stock.

ARTICLE 7

1. The Corporation shall indemnify, to the fullest extent provided in the Act, any director who was or is a party or is threatened to be made a party to any proceeding by reason of or arising from the fact that he is or was a director of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

3. The indemnification rights provided for in this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the shareholders or board of directors or otherwise.

ARTICLE 8

The liability of the directors of the Corporation for monetary damages for conduct as a director shall be eliminated to the fullest extent permissible under the Act, except that this provision shall not eliminate or limit the liability of a director for:

1. Any breach of a director's duty of loyalty to the Corporation or its shareholders;
2. Acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution under Idaho Code Section 30-29-640; or
4. Any transaction from which the director derives an improper personal benefit.

ARTICLE 9

The name and address of the incorporator of the Corporation is:

Name

Address

Ryan Fullmer

1775 W. State St., #145, Boise, Idaho 83702

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned is signing these Amended and Restated Articles of Incorporation as of March 31, 2020.

By: Ryan Fullmer
Ryan Fullmer
Incorporator