

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ELC LEGAL SERVICES, CHTD
(An Idaho Professional Corporation)**

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File #: 0005523350
Date Filed: 12/15/2023 1:17:00 PM

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is ELC Legal Services, CHTD. ("Corporation").

**ARTICLE II
PURPOSE OF THE CORPORATION**

The purpose of this Corporation is to provide, as a professional corporation, legal services as broadly defined under the Idaho Business Corporation Act and Idaho Code § 30-21-901, and any other lawful act or activity for which a professional corporation may be organized under the Idaho Business Corporation Act.

**ARTICLE III
REGISTERED AGENT**

The name and street address of the registered agent is David M Fogg, CHTD, 3142 W. Belltower Dr., Meridian, Idaho 83646, or such other place as may be determined by the Board of Directors.

**ARTICLE IV
INCORPORATORS**

The name and address of the initial incorporator(s) is:

NAME	ADDRESS
David M. Fogg	3142 W. Belltower Dr., Meridian, Idaho 83646

**ARTICLE V
MAILING ADDRESS**

The mailing address of the Corporation is: 3142 W. Belltower Dr., Meridian, Idaho 83646.

**ARTICLE VI
INITIAL PRINCIPAL PLACE OF BUSINESS**

The address of the initial principal place of business of the Corporation shall be 3142 W. Belltower Dr., Meridian, Idaho 83646. In its sole discretion the Board of Directors may from time to time change the principal place of business.

**ARTICLE VII
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE VIII
SHARES**

1. Common Stock. The Corporation authorizes 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 \$0.01 per share.

2. No Pre-Emptive Rights. There shall be no pre-emptive rights entitling the existing shareholders 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.

3. Anti-Dilution. The number of shares of the Corporation's Common Stock held by shareholders shall be appropriately adjusted to take into account any stock split, stock dividend, reverse stock split, recapitalization, additional authorization of shares, or similar change in the Corporation's Common Stock which may occur. The share adjustment shall be approved by the Directors whose determination shall be conclusive, final, and binding; provided, however that fractional shares shall be rounded to the nearest whole share.

4. Private Professional Corporation

a. This Corporation shall be and shall remain a private professional corporation, exempt from securities registration and shall not be registered or traded on any public exchange or forum. No shareholder, principle, or interested party may hold any interest in, or share of, this Corporation that is not an employee of the Corporation and is duly licensed to practice law in the State of Idaho as set forth in Idaho Code § 30-21-901. This provision shall not apply to clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

b. Any shareholder, excepting the initial Director named below, unless otherwise agreed to by the Board of Directors, shall forfeit, without compensation or any further action required by the Corporation or shareholder, any shares held by said employee, upon termination as an employee of the Corporation.

c. Shares in the Corporation may not be sold, transferred, assigned or otherwise disposed of. Any estate that becomes, by death or incapacity, the holder of shares of the Corporation shall immediately forfeit, without compensation or any further action required by the Corporation or shareholder, any shares held by the estate of the deceased or incapacitated shareholder.

5. Shares Issued. Shares of the Corporation's Common Stock shall be issued or

reserved, as the case may be, to the following individuals and shall be recorded in the books of the Corporation as:

David M. Fogg	900 Shares fully vested
Nathan R. Starnes	100 Shares reserved under separate Stock Grant Agreement

6. Share Valuation. For the purpose of share valuation for a stock sale from the Initial Director (who is also the Incorporator defined in the Bylaw of the Corporation) of the Corporation to the Corporation directly, or to another share holder or employee identified to become a shareholder of the Corporation, shall be determined as set forth in the Bylaws of the Corporation Article VIII, Section 8.2. Any other sale and/or purchase of shares other than a sale of the Incorporator shall be determined and approved by the Board of Directors' sole and absolute discretion.

**ARTICLE IX
BOARD OF DIRECTOR(S)**

1. Initial Board of Directors. The number of initial Director(s) constituting the Board of Directors of the Corporation is one (1), as allowed by Idaho Code § 30-29-201. The name and address of the initial Director to serve as a director, subject to Section 2 below (the "Initial Term") is as follows:

NAME	ADDRESS
David M. Fogg	3142 W. Belltower Dr., Meridian, Idaho 83646

2. Subsequent Directors. Additional Directors, not to exceed five (5) Directors in total, shall be elected to the Board of Directors for each allocation of twenty percent (20%) of the shares authorized under these Articles that are issued to multiple shareholders, whether a single shareholder or multiple shareholders. All Directors must be shareholders of the Corporation and be authorized to be a Director as set forth in Idaho Code § 30-21-901(g). Notwithstanding the previous, the Chairman of the Board of Directors may authorize the election of an additional Director prior to the issuance of twenty percent (20%) of the shares authorized under these Articles.

3. Chairman of the Board of Directors. The shareholders shall elect a Chairman of the Board of Directors, by a majority vote of Shareholders via ballot or resolution, as the case may be, to Serve as the Chairman of the Board of Directors as set forth in the Corporation's Bylaws.

4. Director Election and Term of Office. The Board of Directors shall be elected, as authorized by statute or these Articles, at the annual meeting of the shareholders.

a. So long as the Board of Directors consists of a single Director the term of the Director shall be one (1) year. Should two or more Directors be appointed the terms of each Director shall stagger as authorized by the Corporation, these Articles, or statute. The term of Directors shall begin immediately after their election or appointment, as the case may be.

b. To provide for staggered terms, at the first meeting wherein more than one Director is to be elected, one Director shall be elected for one (1) year, one Director shall be elected for two (2) years, and remaining Director(s) shall be elected for three (3) years¹. If there are fewer than three Directors elected each shall be staggered and serve for three years. If there are more than three Directors elected the staggered term shall remain three years with multiple Directors serving one, two, or three years initially, as the case may be. Thereafter, the normal term for Directors will be three (3) years until their successors are elected and take office.

5. Vacancies

a. A Vacancy or vacancies, as the case may be, shall be deemed to exist in the case of death, resignation, or removal of a Director, or if the Board of Directors or shareholders shall increase the authorized number of Directors but shall fail at the meeting at which such increase is authorized, or at any adjournment thereof, to elect the additional Director(s) so provided for, or in case the shareholders fail, at any time, to elect the full number of authorized Directors.

b. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until their successor is elected at an annual meeting of shareholders or at a special meeting called for that purpose. The shareholders may elect a Director to fill a vacancy not filled by the Directors within ninety (90) days of such vacancy occurring.

6. Director 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 a fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director for, (a) any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any transaction from which the director derived an improper personal benefit, or (d) or as provided for under Idaho law.

7. Director Compensation. The Chairman of the Board of Directors shall establish the compensation for each Director at the annual meeting of the Directors.

8. Director Powers and Duties. The Board or Directors shall have the powers and duties set forth in these Articles, the Bylaws of the Corporation, or statute.

**ARTICLE X
CORPORATE POWERS, PREFERENCES, RIGHTS, AND LIMITATION**

1. Except as otherwise provided in these Articles and the Bylaws of the Corporation, the Corporation shall have all the powers provided in the Act. The relative powers, preferences, rights, qualifications, limitations, and restrictions granted to or imposed on shareholders are as follows:

¹ Unless the Directors elected agree otherwise, at the first annual meeting the Director with the most votes shall be elected for three (3) years, the Director with the least votes shall be elected for one (1) year, and the remaining Director shall be elected for two (2) years. Thereafter, each Director shall be elected for three (3) as set forth herein.

a. **Dividends Noncumulative.** Dividends on shares of Common Stock under this Section 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 under this Section 1 by reason of the fact that dividends on said shares are not declared in any prior period.

b. **Liquidation Preference and Distributions.** 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:

i. 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.

ii. 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, in which transaction the Corporation's shareholders immediately prior to such transaction own immediately after such transaction less than 50% of the equity securities of the surviving Corporation, or its parent, shall be deemed to be a liquidation within the meaning of this Section.

iii. If any of the assets of the Corporation are to be distributed other than in cash under Section (c) above or for any purpose, then the Board of Directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Common Stock of the appraiser's valuation.

iv. Notwithstanding the above, for the purposes of share valuation upon liquidation only, shares shall be valued as the fair market of the value thereof, as mutually determined by the Corporation and the holders of not less than a majority of the outstanding shares, provided that if the Corporation and the holders of a majority of the outstanding shares are unable to reach an agreement, then by independent appraisal by an business appraiser, familiar with the valuation of legal companies, hired and paid by the Corporation, but acceptable to the holders of at least a majority of the outstanding shares.

2. Voting Rights

a. Except as otherwise required by law, the holder of each fully vested shareholder of Common Stock shall be entitled to the number of votes equal to the number of shares of Common Stock held and shall have voting rights, which shall include, but not be limited to, the election of directors. The holder of each share of Common Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation and upon any other matter submitted to a vote of the shareholders.

b. At each election of Directors, the holders of Common Stock, shall be entitled to elect the Corporation's board of directors by the vote of the majority of the shareholders. Any Director who was elected by the shareholders may be removed during his or her term in office,

either for or without cause, by, and only by, the affirmative majority vote of the shareholders. Such vote may be given at a special meeting of such shareholders duly called or by an action by written consent for that purpose. Vacancies on the board of directors may be filled by a majority of the remaining directors originally elected by the shareholders, except that a vacancy created by the removal of a director by court order may be filled by only the vote of the outstanding shares entitled to vote thereon represented at a duly held meeting at which a quorum is present, or by action of written consent for that purpose. Each director so elected shall hold office until the next annual meeting of shareholders or until a successor has been elected and qualified. The shareholders entitled to vote upon the election of any director from which a vacancy arose may elect a director at any time to fill such vacancy not filled by the directors.

3. Notices. Any notice required by the provisions of this Section to be given to shareholders shall be deemed given upon personal delivery, upon delivery by nationally recognized courier or three business days after deposit in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the Corporation's books.

**ARTICLE XI
DIVIDENDS AND DISTRIBUTION FROM CAPITAL SURPLUS**

1. Dividends. The Board of Directors may declare dividends on its issued and outstanding Common 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.

2. Asset Distribution. 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 § 30-29-640 as it now exists or may be hereafter amended.

**ARTICLE XII
INDEMNIFICATION**

1. Limitation of Directors' Liability. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Idaho law.

2. Indemnification of Corporate Agents. This Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under Idaho law.

3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, shareholder, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against liability.

