

B0652-4653 11/09/2021 9:02 AM Received by ID Secretary of State Lawrence Denney

For Office Use Only

-FILED-

File #: 0004493432

Date Filed: 11/9/2021 9:02:00 AM

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WIMER FABRICATION, INC.**

Pursuant to the provisions of Idaho Code § 30-29-1007, Wimer Fabrication, Inc., an Idaho corporation (the "Corporation"), hereby certifies that it has amended and restated its Articles of Incorporation.

FIRST: The name of the Corporation is:

Wimer Fabrication, Inc.

SECOND: The Amended and Restated Articles of Incorporation are hereby adopted by the Corporation and supersede the Articles of Incorporation of the Corporation and contain amendments to the Articles of Incorporation as follows:

1. The Articles of Incorporation are amended to read in their entirety as set forth in the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A.
2. The amendments to eliminate preemptive rights of the shareholders, eliminate cumulative voting and to make other necessary amendments.

THIRD: The foregoing amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent on November 4, 2021 in accordance with Idaho Code § 30-29-821.

FOURTH: The foregoing amendments to the Articles of Incorporation were duly approved and adopted by the shareholders of the Corporation by unanimous written consent on November 4, 2021, in accordance with the provisions of Idaho Code § 30-29-704. The number of issued and outstanding shares of Common Stock is 100, the number of votes entitled to be cast on the amendment is 100 and the number of votes represented at the meeting was 100. The total number of votes cast for the amendment was 100, and the total number of votes cast against the amendment was 0.

EXECUTED as of November 5, 2021.

WIMER FABRICATION, INC.



By: Ryan Uhlenkott, President

EXHIBIT A

Amended and Restated Articles of Incorporation of Wimer Fabrication, Inc.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WIMER FABRICATION, INC.

Pursuant to the provisions of Idaho Code § 30-29-1007, Wimer Fabrication, Inc., an Idaho corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation as now and heretofore amended:

ARTICLE I.
NAME

The name of this Corporation is **Wimer Fabrication, Inc.**

ARTICLE II.
SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is 2,500 shares of common stock of the Corporation ("Common Stock"), without par value. All shares of Common Stock are eligible to vote, and there shall be no other class or shares of stock in the Corporation.

ARTICLE III.
REGISTERED AGENT

The registered agent of this Corporation shall be Ryan R. Uhlenkott. The street address of the registered office of the Corporation shall be 257 Highway 95 N, Grangeville, ID 83530-5196. The mailing address of the Corporation shall be 257 Highway 95 N, Grangeville, ID 83530-5196.

ARTICLE IV.
PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE V.
CUMULATIVE VOTING

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE VI.
MAJORITY SHAREHOLDER APPROVAL

If a vote of the shareholders is required to authorize any of the following matters, such matters shall be approved only by a majority of all votes of each voting group entitled to be cast on the matter:

1. Amendments to Articles of Incorporation.
2. Plan of merger or Plan of Share Exchange.
3. Sale, lease, exchange or other disposition of substantially all of the property of the Corporation, other than in the usual and regular course of business.
4. Proposal to dissolve the Corporation.

ARTICLE VII.
DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director; (b) conduct violating Idaho Business Corporation Act § 30-29-832, or (c) any transaction from which the directors will personally receive benefit in money, property, or services to which the directors is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII.
INDEMNIFICATION

1. General. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the Idaho Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any directors from or on account of any (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of Idaho Business Corporation Act § 30-29-832, or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was legally entitled.

2. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and its expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions,

including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. Employees. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or by the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. Nonexclusive. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. Effect of Amendment. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omission occurring prior to such amendment or repeal.


ARTICLE IX. SHAREHOLDER CONSENT

The shareholders of this Corporation are authorized to take action required by or permitted by the Idaho Business Corporation Act upon compliance with all the provisions of this section and the Idaho Business Corporation Act. Such action may be taken without a meeting or a vote if the action is taken by unanimous consent of the shareholders holding of record or otherwise entitled to vote on the matter. The taking of action by shareholders under this section must be evidenced by one or more written consents describing the action taken, executed by shareholders and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The consent shall be delivered to the Corporation in written form, or, if the Corporation has designated an address, location or system to which the consent may electronically transmitted, to such designated address, or system.

CONSENT TO APPOINT REGISTERED AGENT

I, Ryan R. Uhlenkott, hereby consent to serve as Registered Agent in the State of Idaho for Wimer Fabrication, Inc. I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

Dated: November 5, 2021



Ryan R. Uhlenkott, Registered Agent

Registered Office Address: 257 Highway 95 N, Grangeville, ID 83530-5196