

ARTICLES OF INCORPORATION
OF
INTELLIGENT HOLDING COMPANY INC.

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THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act (the “**Act**”), adopts the following Articles of Incorporation:

ARTICLE 1
NAME OF THE CORPORATION

The name of the corporation is Intelligent Holding Company Inc. (the “**Corporation**”).

ARTICLE 2
DURATION

The Corporation’s duration is perpetual.

ARTICLE 3
PURPOSES OF THE CORPORATION

The Corporation is organized to transact any and all lawful business for which a corporation may be incorporated under the Act.

ARTICLE 4
SHARES

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 200,000 shares, no par value per share, all of which shall be Common Stock, and of which total 100,000 shares shall be Voting Common Shares, no par value per share (the “**Voting Common Shares**”), and 100,000 shares shall be Non-Voting Common Shares, no par value per share (the “**Non-Voting Common Shares**”).

The powers, preferences, rights, qualifications, limitations or restrictions of the Voting Common Shares and the Non-Voting Common Shares are as follows:

4.1 Voting: Except as otherwise provided by law:

a. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Voting Common Shares, and the holders of the Non-Voting Common Shares shall not be entitled to vote at any meeting of shareholders or otherwise, but shall receive notice of and have the right to attend any meeting of shareholders.

b. Each holder of Voting Common Shares of the Corporation shall be entitled to cast one vote for each share of Voting Common Shares standing in his, her, or its name on the books of the Corporation, with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration.

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c. The number of shares of Non-Voting Common Shares held by any shareholder of the Corporation shall not be included in determining the number of shares voting or entitled to vote on any and all matters presented to the shareholders of the Corporation for their action or consideration.

4.2 Dividends. When and as dividends are declared thereon, whether payable in cash, in property or in securities of the Corporation, the holders of Voting Common Shares and Non-Voting Common Shares shall be entitled to share equally, share for share, in such dividends. If dividends are declared which are payable in shares of stock of the Corporation, each holder of a Voting Common Share shall receive one or more Voting Common Shares, and each holder of a Non-Voting Common Share shall receive an equal number of Non-Voting Common Shares. If the Corporation shall in any manner subdivide or combine the outstanding shares of one class of common shares, the outstanding shares of the other class of common shares shall be proportionately subdivided or combined.

4.3 Generally. Except as otherwise expressly provided herein, the Voting Common Shares and the Non-Voting Common Shares shall be identical, and shall entitle the holders thereof to the same rights and privileges.

ARTICLE 5 PREEMPTIVE RIGHT

Shareholders shall have no preemptive right to acquire unissued shares or treasury shares or securities convertible into such shares or right to subscribe to or acquire shares prior to issuance to new shareholders.

ARTICLE 6 REGISTERED OFFICE AND AGENT

The name of the Corporation's noncommercial registered agent and the street address of the business office of that person is:

Name: Gravis Law, PLLC
Street address: 1661 W. Shoreline Dr.
Ste. 200
Boise, ID 83702

ARTICLE 7 BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of the Corporation will be no less than one (1) and no greater than nine (9). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is one (1). The name and address of such persons to serve as the initial director is as follows:

NAME

Christopher Deoudes

ADDRESS

c/o Intelligent Holding Company Inc.
2976 E. State St. Ste 120 #2069, Eagle, ID 83616

**ARTICLE 8
INCORPORATOR**

The name and address of the incorporator is as follows:

Christopher Deoudes

c/o Intelligent Holding Company Inc.

2976 E. State St. Ste 120 #2069, Eagle, ID 83616

ARTICLE 9

AMENDMENT OF ARTICLES AND BYLAWS

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

9.2 Bylaws Amendment by Board of Directors. The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by vote of owners of the Corporation's Common Stock as described in the Corporation's Bylaws.

ARTICLE 10
LIMITATION OF LIABILITY AND INDEMNIFICATION

10.1 Limitation of Liability. A director of this Corporation shall not be personally liable to this Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director except for liability for (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the Corporation or the shareholders, (iii) a violation of Idaho Code § 30-29-833, or (iv) an intentional violation of criminal law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

10.2 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 Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment). Without limitation of the foregoing, the Corporation shall indemnify a director against liability (as defined in § 30-29-850(5) of the Act) to any person, for any action taken, or any failure to take action, as a director except for liability for (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the Corporation or the shareholders, (iii) a violation of § 30-29-833 of the Act, or (iv) an intentional violation of criminal law.

DATED EFFECTIVE September 21, 2023.

DocuSigned by:
Christopher Deoudes
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Christopher Deoudes, Incorporator