

**ARTICLES OF INCORPORATION  
OF  
KILMAINHAM CONSULTING, INC.**

**2018 AUG 13 PM 1:58**

**SECRETARY OF STATE  
STATE OF IDAHO**

Effective upon filing, the following Articles of Incorporation (the "Articles") of Kilmainham Consulting, Inc., an Idaho corporation (the "Corporation"), are submitted for filing.

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the Corporation is Kilmainham Consulting, Inc.

**ARTICLE 2  
PRINCIPAL OFFICE**

The location and principal office of the Corporation is 2313 West Overland Road, Boise, Idaho 83705.

**ARTICLE 3  
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: Jon Allen  
Street address: 2313 West Overland Road  
Boise Idaho 83705

**ARTICLE 4  
INCORPORATOR**

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

Name Jon Allen  
2313 West Overland Road  
Boise Idaho 83705

**ARTICLE 5  
PURPOSES OF THE CORPORATION**

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.* (the "Act").

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## **ARTICLE 6 SHARES**

**6.1 Common Stock.** The Corporation is authorized to issue Common stock ("Common Stock"). The Corporation is authorized to issue a total of 1,000 shares of Stock.

**6.1.1 Voting Common Stock.** Common Stock will have all of the rights granted to shareholders under the Act, including without limitation full rights to vote on all matters on which the Corporation's shareholders may be entitled to vote and the right to share in any distribution and to receive a share of the net assets of the Corporation upon dissolution.

**6.2 Reacquired Shares.** Unless a resolution of the Board of Directors provides otherwise, reacquired shares of Common Stock will constitute authorized and unissued shares,. The Corporation may hold, use, resell, cancel, or dispose of such reacquired Common Stock

**6.3 Preemptive Rights.** Shareholders have no preemptive right to acquire unissued shares or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

**6.4 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

## **ARTICLE 7 NOTICE OF MEETINGS AND VOTING**

**7.1 Notice.** Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

**7.2 Voting.** Each outstanding share of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**7.3 No Cumulative Voting.** Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

**7.4 Term of Office.** Each Director holds office until the next annual meeting of the shareholders and until the Director's successor is elected and qualified, or until the Director's death, resignation, or removal.

## **ARTICLE 8 BOARD OF DIRECTORS**

**8.1 Board of Directors.** The number of directors constituting the Board of Directors of the Corporation will be no less than three and no greater than nine. Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is three. The names and addresses of the directors are as follows:

Name	Address
Timothy McGourty	2313 West Overland Road Boise Idaho 83705
Brian McGourty	2313 West Overland Road Boise Idaho 83705
Jon Allen	2313 West Overland Road Boise Idaho 83705

## **ARTICLE 9 DURATION**

The Corporation's duration is perpetual.

## **ARTICLE 10 AMENDMENT OF ARTICLES AND BYLAWS**

**10.1 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.

**10.2 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 Common Stock.

## **ARTICLE 11 LIMITATION OF LIABILITY AND INDEMNIFICATION**

**11.1 Limitation of Liability.** A director of the Corporation will not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-29-850(5)) 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 the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-29-833, as amended; 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 will be eliminated or limited to the fullest extent permitted by the Act, as so amended.

**11.2 Indemnification.** The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law. If the Act or any other applicable law is amended to permit greater indemnification of directors or officers, then the directors or officers, as applicable, will be entitled to such greater rights as permitted by the amendment to the Act or other applicable law. The Corporation may, but is not required to, indemnify employees or other agents of the Corporation, as determined by the Board of Directors. The board of directors is authorized on behalf of the Corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Corporation's Bylaws or otherwise.

**11.3 Accrual of Rights.** Any repeal or modification of this Article 11 by the Corporation's shareholders will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE 12  
EXECUTION**

The undersigned has executed these Articles as of August 8, 2018.

By: \_\_\_\_\_

*Jon Allen*  
Jon Allen  
Incorporator

IDAHO SECRETARY OF STATE

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