

**ARTICLES OF INCORPORATION****OF****KILMAINHAM COMMERCIAL REALTY, INC.***For Office Use Only***-FILED-**

File #: 0003427163

Date Filed: 2/7/2019 2:06:00 PM

The Articles of Incorporation of Kilmainham Commercial Realty, Inc., are in their entirety as follows:

**Article 1**  
**NAME OF THE CORPORATION**

The name of the corporation is Kilmainham Commercial Realty, Inc. (the "Corporation").

**Article 2**  
**PURPOSES OF THE CORPORATION**

The Corporation is formed to qualify as a legal business entity as defined under The Idaho Real Estate License Laws (Idaho Code Section 54-2001 *et seq.*, as now in effect or subsequently amended or superseded) and shall possess all powers and authority of a legal business entity and shall conduct all activities only in furtherance of such purpose. The Company shall have the power to do all things necessary or convenient to carry on its activities under the Idaho Business Corporation Act (the "Act"). Nothing herein shall negate the Company's obligation to be licensed by the Idaho Real Estate Commission.

**Article 3**  
**SHARES**

**3.1 Stock.** The aggregate number of shares the Corporation is authorized to issue shall be one hundred (100) shares of voting common stock (without par value).

**3.2 Treasury Shares.** Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**3.3 Preemptive Rights.** Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

**3.4 Voting.** Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation shall not have the right to cumulate their votes for election of directors.

**3.5 Transfer and Redemption of Shares.** The Corporation's board of directors or its shareholders are authorized to adopt bylaws restraining the alienation of shares of the

Corporation's common stock and providing for the purchase or redemption by the Corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the Corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the Corporation.

**Article 4**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 2313 W. Overland Rd., Boise, Idaho, 83705. The name of the registered agent at such address is Jon Allen.

**Article 5**  
**BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority, and the business and affairs of the Corporation managed under the direction, of its board of directors subject to any limitation set forth in any shareholder agreement authorized under the Act. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the board of directors is two (2). The names and addresses of the initial board of directors are as follows:

<u>Name</u>	<u>Address</u>
Jon Allen	2313 W. Overland Rd. Boise, Idaho, 83705
Timothy McGourty	2313 W. Overland Rd. Boise, Idaho, 83705
Brian McGourty	2313 W. Overland Rd. Boise, Idaho, 83705

**Article 6**  
**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Jon Allen	2313 W. Overland Rd. Boise, Idaho, 83705

## **Article 7** **LIMITATION OF LIABILITY**

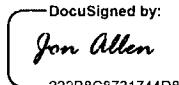
A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability to any person, for any action taken, or any failure to take action, as a director except (i) to the extent such limitation of liability is prohibited under the Act, and (ii) for the following: (a) the amount of a financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; or (c) an intentional violation of criminal law.

## **Article 8** **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 Act permitted the Corporation to provide prior to such amendment).

## **Article 9** **EXECUTION**

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on this \_\_\_\_\_ day of February, 2019.

DocuSigned by:  
By:   
\_\_\_\_\_  
222B8C8731744D8  
Jon Allen  
Incorporator

2/6/2019

**CONSENT TO USE OF NAME PURSUANT TO I.C. § 30-21-301(b)**  
**KILMAINHAM COMMERCIAL REALTY**

Kilmainham Commercial Realty, LLC (“**Realty LLC**”) is an Idaho limited liability company having filed its Certificate of Organization with the Idaho Secretary of State on January 29, 2019. Realty LLC was formed in error. Accordingly, on February 4, 2019, Realty LLC caused to be filed with the Secretary of State a Statement of Dissolution. As of the date of this consent, it does not appear that the Statement of Dissolution has been processed by the Secretary of State.

Kilmainham Commercial Realty, Inc., an Idaho corporation, is to be incorporated under the laws of the State of Idaho effective as of the date of filing of its Articles of Incorporation ("Realty INC"). Realty INC is intended to replace Realty LLC.

To avoid confusion and to effectuate the timely incorporation of Realty INC, Realty LLC hereby consents and authorizes Realty INC to use the name "Kilmainham Commercial Realty, Inc." pursuant to I.C. § 30-21-301(b).

Dated this 7th day of February, 2019.

## Kilmainham Commercial Realty, LLC

DocuSigned by:  
By:  Jon Allen 2/6/2019  
222B8C8731744D8...  
Jon Allen, Manager