

**ARTICLES OF INCORPORATION  
OF  
MEM INCORPORATED**

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**-FILED-**

File #: 0004544831

Date Filed: 12/29/2021 4:55:00 PM

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

**Article 1  
NAME**

- 1.1 The name of the Corporation is MEM Incorporated.

**Article 2  
DURATION**

- 2.1 The period of the Corporation's duration is perpetual.

**Article 3  
PURPOSE**

3.1 The objects and purposes for which this Corporation is organized shall be the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**Article 4  
CAPITAL STOCK**

4.1 The capital stock of this Corporation shall consist of 5,000,000 shares of nonassessable, common stock, without a par value.

**Article 5  
LIMITATION OF LIABILITY**

5.1 To the fullest extent permitted by the Idaho Business Corporations Act, or any other applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, or for any action taken, or any failure to take any action, as a director.

5.2 If the Idaho Business Corporations Act is amended to authorize corporation 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 Corporations Act so amended.

5.3 Neither any amendment nor repeal of this Article 5, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article 5, shall eliminate or reduce the effect of this Article 5, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 5, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **Article 6 INDEMNIFICATION**

6.1 The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the Idaho Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any director of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "**Proceeding**") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee, 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 or of a partnership, joint venture, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

6.2 The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by the Idaho Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any officer, employee, or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an officer, employee, 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 or of a partnership, joint venture, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

6.3 Neither any amendment nor repeal of this Article 6, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article 6, shall eliminate or reduce the effect of this Article 6 in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article 6, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

## **Article 7 PRINCIPAL PLACE OF BUSINESS**

7.1 The location and post office address of the principal place of business of this Corporation in the state of Idaho shall be 3868 Highway 21, Idaho City, ID 83631. The initial

registered agent of this Corporation is Arkoosh Corporate Services LLC, and its address is 802 W. Bannock St., Suite 303, Boise, Idaho 83702.

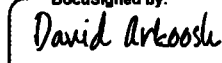
**Article 8**  
**BOARD OF DIRECTORS**

8.1 The business of this Corporation shall be managed and conducted by a Board of Directors of initially three directors. The directors shall be as follows:

<u>Name</u>	<u>Address</u>
Carol L. Empey	3868 Highway 21 Idaho City, ID 83631
Robert A. Mathews Jr.	3868 Highway 21 Idaho City, ID 83631
Teishia L. Mathews	3868 Highway 21 Idaho City, ID 83631

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
David Arkoosh	802 W. Bannock St., Ste. 303 Boise, ID 83702

DocuSigned by:  
  
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DAVID ARKOOSH  
*Incorporator*