

B0876-5191 03/07/2024 11:32 AM Received by Office of the Idaho Secretary of State

CSHQA, INC.

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION**

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-FILED-

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1. **NAME.** The name of the corporation is CSHQA, Inc.
2. **TEXT OF AMENDMENTS.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement. The restated articles incorporate all previous amendments to the corporation's articles into one document and include amendments that add provisions with respect to shareholder meetings and voting, directors, and related matters.
3. **DATE OF APPROVAL.** The amended and restated articles of incorporation were adopted December 20, 2023.
4. **MANNER OF APPROVAL.** The amended and restated articles of incorporation were duly approved by the corporation's shareholders in the manner required by the Idaho Business Corporation Act and the corporation's articles of incorporation.
5. **SIGNATURE.**

CSHQA, INC.

Date: December 20, 2023

By: Michele Otazua
Michele M. Otazua, Corporate Secretary

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF CSHQA, INC.**

The Articles of Incorporation of CSHQA, Inc. ("**Corporation**") are amended and restated in their entirety as follows:

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is CSHQA, Inc.

**ARTICLE 2
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3
PURPOSES OF THE CORPORATION**

The Corporation's purposes include the transaction of 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**").

**ARTICLE 4
SHARES**

4.1 Capital Stock. This Corporation is authorized to issue a total of 9,446,349.458889 shares of capital stock, no par value, consisting of one class of "Common Stock."

4.2 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 in accordance with the provisions of these Articles of Incorporation and with the Corporation's Bylaws and any agreement adopted by the Corporation's shareholders. Any sale or transfer may only be effected after the Corporation's shareholders, at a meeting specifically called for such purpose, approve the transfer by at least a majority of the outstanding stock of the Corporation. For purposes of determining a majority at such meeting, the shares eligible to vote will not include the shares of the shareholder proposing to sell or transfer such shares unless all shareholders unanimously vote in favor of allowing the transferring shareholder to so vote.

4.3 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.

4.4 Reacquired Common Stock. 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 free of any restrictions that would be imposed on the original issuance of Common Stock.

4.5 Voting. Subject to the other terms of these Articles of Incorporation and to the Corporation's Bylaws, each shareholder of record of shares of stock of the Corporation that is entitled to vote on any matter submitted to a vote at a meeting of shareholders is entitled to one vote for each share of Common Stock registered in the shareholder's name on the books of the Corporation at the record date for determination of shareholders entitled to vote on such matters. Shareholders of the Corporation may not cumulate their votes when voting for the election of directors.

4.6 Action Without a Meeting. Any action required or permitted by the Act to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having at least the minimum number of votes that would be required to authorize or take action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent must be signed and dated by the shareholder and must be delivered to the Corporation for filing with its minutes or other shareholder records. If the shareholders act by written consent as provided in this Section 4.6, the Corporation shall comply with all notice requirements set forth in Idaho Code § 30-29-704.

ARTICLE 5 REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office is 200 West Broad Street, Boise, Idaho 83702-7635. The name of the registered agent at such address is Ryan D. Martin. The Corporation's mailing address is 200 West Broad Street, Boise, Idaho 83702-7635.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Corporate Powers. The Board of Directors manage the business and affairs of the Corporation, and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the Act.

6.2 Board Size. The number of directors constituting the Board of Directors will be no less than three. The Board of Directors or the shareholders may fix the number of directors in the manner provided in the Corporation's Bylaws or in the Act.

6.3 Term of Office.

6.3.1 Non-Staggered Board. Subject to Section 6.3.2, 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.

6.3.2 Staggered Board. If and for so long as the number of authorized directors making up the Board of Directors equals or exceeds three members, the Board will be classified in three classes, with each class being as nearly equal in number as possible. Except as necessary to preserve the classification of the directors, each director will hold office for a three-year term, with one class elected by the shareholders at each annual meeting of the shareholders. At the initial election of directors, each class will be elected for staggered terms of one, two, and three years, respectively. Upon expiration of each term, the successors of each class will be elected to serve for a term of three years and until the election and qualification of the director's successor, or until a director's earlier death, resignation, or removal. If the number of directors is increased or decreased, the terms of the directors will be adjusted to preserve the approximate equality of the number of directors in each class.

ARTICLE 7 AMENDMENT OF ARTICLES AND BYLAWS

7.1 Reservation of Right to Amend. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these 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.

7.2 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, upon receipt of approval by the Shareholders.

ARTICLE 8 INCORPORATORS

For purposes of these Amended and Restated Articles of Incorporation, the Incorporator is Michele M. Otazua, 200 West Broad Street, Boise, Idaho 83702-7635.

ARTICLE 9 LIMITATION OF LIABILITY AND INDEMNIFICATION

9.1 Limitation of Liability. To the fullest extent permitted by law, a director of this Corporation will not be personally liable to the 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 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, 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.

9.2 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 and officers, then the directors and 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 Bylaws of the Corporation or otherwise.

9.3 Accrual of Rights. Any repeal or modification of this Article 9 by the shareholders of the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

These Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation.

By: Michele Otazua
Michele M. Otazua, Corporate Secretary