

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
B.S.M.C., INC.**

<i>For Office Use Only</i> <b>-FILED-</b> File #: 0003559830 Date Filed: 6/28/2019 11:12:00 AM
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The Articles of Incorporation ("Articles") of B.S.M.C., Inc., an ~~Idaho corporation (the~~  
"Corporation"), are amended and restated in their entirety as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the Corporation is B.S.M.C., Inc.

**ARTICLE 2  
DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3  
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").

**ARTICLE 4  
SHARES**

**4.1 Capital Stock**

. The the Corporation is authorized to issue a total of 100,000 shares of capital stock, consisting of one class of "Common Stock."

**4.2 Authorized Shareholders**

. From and after the effective date of these Articles, unless a majority of the shareholders agree otherwise, only persons who are members in good standing of the Brother Speed Motorcycle Club, or any successor organization, are permitted to be shareholders of the Corporation. However, nothing in this section will require any current shareholder of record as of the effective date of these Articles to forfeit his or her shares.

**4.3 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.

#### **4.4 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.

#### **4.5 Reacquired Common Stock**

. Unless a resolution of the Board of Directors provides that reacquired Common Stock constitutes authorized but unissued shares of Common Stock, reacquired Common Stock constitutes 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 Common Stock.

#### **4.6 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.

### **ARTICLE 5 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: Douglas A. Coltrin, 11726 Ginger Creeek Drive, Boise, Idaho 83713.

### **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 3029732 of the Act.

#### **6.2 Board Size**

. The number of directors constituting the Board of Directors will be no less than three and no greater than eleven, and must always be an odd number. 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. Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is three.

### **6.3 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 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 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 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 Capital Stock.

## **ARTICLE 8 INCORPORATORS**

For purposes of these Amended and Restated Articles of Incorporation, the Incorporator is Douglas A. Coltrin, 11726 Ginger Creeek Drive, Boise, Idaho 83713.

## **ARTICLE 9 LIMITATION OF LIABILITY AND INDEMNIFICATION**

### **9.1 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.

### **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 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.

### 9.3 Accrual of Rights

. Any repeal or modification of this Article 9 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.

These Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation as of 5/16/19.

By: 

Fred Wiley

President