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**ARTICLES OF INCORPORATION  
OF  
MICROTECHNOLOGY SYSTEMS HOLDINGS INC.**

The Articles of Incorporation of MicroTechnology Systems Holdings Inc. are in their entirety as follows:

**Article 1  
NAME OF THE CORPORATION**

The name of the corporation is MicroTechnology Systems Holdings Inc. ("**Corporation**").

**Article 2  
DURATION**

The Corporation's duration is perpetual.

**Article 3  
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address of the Corporation's principal office is 125 East 50th Street, Suite 100, Garden City, Idaho 83714.

**Article 4  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, as codified at Chapter 29, Title 30, Idaho Code (the "**IBCA**").

**Article 5  
SHARES**

**5.1 Capital Stock.** The Corporation is authorized to issue one class of capital stock designated as "**Common Stock**." The Corporation is authorized to issue 150 shares of Common Stock, par value \$0.00001.

**5.2 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.

**5.3 Preemptive Rights.** Unless otherwise provided in a shareholder agreement authorized under Section 30-29-732 of the IBCA, no shareholder of the Corporation has a preemptive right to acquire stock in the Corporation.

**5.4 Reacquired Shares.** 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.

**5.5 Voting.** Subject to the other terms of these Articles and to the Corporation's Bylaws, each outstanding share of Common Stock is 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. Shareholders of the Corporation may not cumulate their votes for election of directors.

**5.6 Action Without a Meeting.** Any action required or permitted by the IBCA 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 5.6, the Corporation shall comply with all notice requirements set forth in Idaho Code § 30-29-704.

## **Article 6 REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 125 East 50th Street, Garden City, Idaho 83714. The name of the registered agent at such address is Randy Amorebieta.

## **Article 7 BOARD OF DIRECTORS**

**7.1 Corporate Powers.** All corporate powers will 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 the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-73 of the IBCA.

**7.2 Bylaws.** Subject to any additional vote required by these Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**7.3 Board of Directors.** The number of directors constituting the Corporation's board of directors will be no less than one and no greater than five. The authorized number of the directors may be fixed or changed in accordance with the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the IBCA. The name and address of the initial board of directors are as follows:

<u>Name</u>	<u>Address</u>
Randy Amorebieta	125 East 50th Street, Suite 100, Garden City, Idaho 83714
Stuart Mulanix	125 East 50th Street, Suite 100, Garden City, Idaho 83714

**Article 8**  
**LIMITATION OF LIABILITY AND INDEMNIFICATION**

**8.1 Limitation of Liability.** A director of the Corporation will not be personally liable to the Corporation or its shareholders for monetary 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 Section 30-29-833 of the IBCA, as amended; or (iv) an intentional violation of criminal law. If the IBCA 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 IBCA, as so amended.

**8.2 Indemnification.** The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law. If the IBCA 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 IBCA 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.

**8.3 Accrual of Rights.** Any repeal or modification of this Article 8 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 9**  
**EXECUTION**

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned is signing these Articles of Incorporation as of December 22, 2022.

By: Randy Amorebieta  
Randy Amorebieta, Incorporator  
125 East 50th Street, Suite 100  
Garden City, ID 83714