

**2022 RESTATED ARTICLES OF INCORPORATION
OF
CAISSON LABORATORIES, INC.**

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Pursuant to the provisions of the Idaho Business Corporation Act, the Board of Directors of the Corporation adopts the following 2022 Restated Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the Corporation is CAISSON LABORATORIES, INC.

**ARTICLE TWO
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE
PURPOSES AND POWERS**

The purposes of the Corporation and its powers are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE FOUR
STOCK**

Section I. Authorized Stock.

The capital stock of the corporation shall consist of one class of common stock and one class of preferred stock. They shall be denominated as Class A Series 1 Voting Common Stock and Class A Preferred Stock. The corporation shall have authority to issue 2,600,000 shares of Class A Series 1 Voting Common Stock having no par value. The corporation shall also have authority to issue 100,000 shares of Class A Preferred Stock, having a par value of \$25.00 per share.

Section II. Stock Attributes.

A. Consideration. Said shares of stock shall be fully paid for before being issued, and after issuance shall be nonassessable. The consideration for the issuance of shares of stock may be paid in cash, property of value, or labor or services

performed for the corporation.

B. Voting, Distribution, and Liquidation Rights. The holders of Class A Series 1 Voting Common Stock shares and Class A Preferred Stock shares shall vote on all matters put to a vote of the shareholders. Unless otherwise provided by law (including Idaho Code Section 30-29-1004), any proposal put to a vote of the shareholders shall be voted on by all shareholders of any Class voting together, rather than voting separately by classes.

C. Redemption Rights. Shares of Class A Preferred Stock may be redeemed by the corporation at any time at a price equal to their par value (i.e., \$25.00 per share). Otherwise, all other shares of stock may be redeemed only upon such terms and conditions as shall be mutually agreed upon between the corporation and the holders thereof, or as shall be determined by the Board of Directors prior to the issuance of such stock in accordance with Idaho Code Section 30-29-602. By an appropriate resolution, the Board of Directors may create a sinking fund for any mutually agreeable redemption of shares. The fair market value of shares to be redeemed, if it is an issue in dispute, will be determined in a manner similar to the procedure used in the event that appraisal rights are asserted under Idaho Code Sections 30-29-1301 through 30-29-1331.

D. Preferential Rights. Holders of Class A Preferred Stock shares shall be entitled to an annual dividend equal to 2.5% of par value. In the event such dividends are not paid in any given year, then the unpaid dividend rights shall accumulate. The accumulated dividends payable to holders of Class A Preferred Stock shall be paid before any dividends are paid to holders of shares of other classes of stock. At any time when a dividend has been declared and the holders of Class A Preferred Stock have received all preferred dividends to which they are entitled, all further portions of those declared dividends shall be paid to the holders of the Common Stock shares, as described above. Upon any voluntary or involuntary liquidation and dissolution of the corporation, in the event that there is any distribution of cash or property to the shareholders of the Corporation, such cash and property shall be distributed to the holders of Class A Preferred Stock until all their unpaid accumulated dividends have been paid and they have received a return of the par value of that stock; and thereafter any additional proceeds shall be distributed to the holders of the Common Stock shares, with or without par value, in proportion to the number of shares held.

E. Voting Rights per Share. The holders of shares of voting common stock and preferred stock shall be entitled to exercise one vote per share of stock registered in the name of the holder thereof.

F. Determination of Stockholders' Rights by Board. Notwithstanding the terms of these Articles, the Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights of the holders of all classes and/or series of stock, prior to the issuance thereof, in accordance with the provisions of Idaho Code Section 30-29-602.

G. No Cumulative Voting. There shall be no cumulative voting of stock in the Corporation, for any purpose.

Section III. Preemptive Rights.

In the event that the Articles of Incorporation are amended to increase the number of shares of any class of stock authorized to be issued, the holders of shares of that class of stock shall have a preemptive right to acquire unissued or treasury shares of the same class under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right. In such a case, such preemptive rights shall exist in all events, including, but not limited to:

- (1) To acquire any shares issued to directors, officers or employees;
- (2) To acquire any shares sold otherwise than for cash; and
- (3) To acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

Otherwise, there shall be no preemptive rights in favor of any stockholders of the Corporation.

ARTICLE FIVE LOCATION

The location and address of the registered office of the corporation is 428 Park Avenue, Idaho Falls, Idaho 83402, and the name of its registered agent at such address is Lary S. Larson.

ARTICLE SIX INCORPORATORS

The name and address of each incorporator are:

NAME

ADDRESS

Ross H. Farmer

1740 Research Park Way,
North Logan, Utah, 84341

ARTICLE SEVEN BOARD OF DIRECTORS

A. Number of Directors. The number of directors constituting the initial Board of Directors is five. The board of directors shall consist of up to seven members, as determined from time to time by resolution of the Board.

B. Initial Classification of Directors by Lots. Not more than thirty (30) days following the filing of these 2022 Restated Articles of Incorporation, the current members of the current board of directors shall be divided into three (3) groups, to be called Groups A, B and C, in the following manner: the directors shall draw numbered

lots to determine in what order they shall be assigned to those groups; then the director who drew lot #1 will be assigned to Group A; the director who drew lot #2 will be assigned to Group B; the director who drew lot #3 will be assigned to Group C; the director who drew lot #4 will be assigned to Group A; the director who drew lot #5 will be assigned to Group B; and so forth.

C. Initial Election of Directors to Staggered Terms. All such current members of the board shall continue in office until their successors are duly elected in the following manner: at the first annual meeting of the shareholders following the filing of these 2022 Restated Articles of Incorporation, the term of office of the directors in Group A will expire, and their successors shall be elected by the shareholders; at the second annual meeting of the shareholders following the filing of these 2022 Restated Articles of Incorporation, the term of office of the Directors in Group B will expire, and their successors shall be elected by the shareholders; and at the third annual meeting of the shareholders following the filing of these 2022 Restated Articles of Incorporation, the term of office of the Directors in Group C will expire, and their successors shall be elected by the shareholders. All directors elected in that manner, or thereafter elected by the shareholders, shall serve for terms of three (3) years, or until their successors are duly elected. The intent of this Article is to provide for the election of directors with staggered three-year terms, in accordance with Idaho Code Section 30-29-806, so that at each annual meeting of the shareholders, only roughly one-third of the positions on the Board of Directors shall be open for election.

D. Manner of Election Directors. The election of directors by the shareholders shall be performed in the following manner: the Chairman of the board of directors shall nominate a slate of candidates, one for each seat on the board that is up for election; those candidates shall each be presented separately for a vote of the shareholders of the Corporation; each candidate shall be elected if he or she is approved by a simple majority vote of the shareholders; and for any candidate who is not approved in that manner, the chairman shall nominate another candidate, to be approved or disapproved in the same manner, until a candidate is approved in that manner for each seat on the board that is up for election.


CERTIFICATE OF RESTATEMENT

The foregoing Restated Articles of Incorporation of Caisson Laboratories, Inc., consolidate all prior amendments into a single document. They also include new amendments that have been approved by the Board of Directors, recommended for approval to the shareholders, and approved by a majority vote of the shareholders voting at a meeting called for that purpose, among others, at which a quorum was present consisting of shareholders holding at least a majority of the votes entitled to be cast on that proposal. Notice of the meeting included a copy of all such new amendments and a declaration that one purpose of the meeting was to approve those amendments.

DATED this 14 day of March, 2022.



Michael Harman, Chief Executive Officer



Kaye Ivie, Secretary