

ARTICLES OF INCORPORATION
OF

2014 NOV -3 PM 3:28

Innovative Tool Development Inc.

SECRETARY OF STATE
STATE OF IDAHO

I the undersigned person of the age of eighteen years or more, as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Innovative Tool Development Inc.

ARTICLE II - CAPITAL STOCK

The total number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares common stock with no par value which shall be the only class of shares of this corporation.

ARTICLE III - REGISTERED OFFICE, AGENT

The address of the initial registered office of this corporation is 425 South Boyer Avenue, Sandpoint ID 83864 and the name of its initial registered agent is Patrick S. McNutt.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator is Patrick S. McNutt, 425 South Boyer Avenue, Sandpoint ID 83864

ARTICLE V - DIRECTORS

This corporation shall have at least two (2) directors, the actual number to be prescribed in the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws. The initial Board of Directors shall consist of two (2) directors, and the name and address of the persons who shall serve as directors until the first annual meeting of shareholders and until their successors are elected and qualify unless he or she resigns or is removed is:

Patrick S. McNutt
425 South Boyer
Avenue
Sandpoint, ID
83864

Susan M. McNutt
425 South Boyer
Avenue
Sandpoint, ID 83864

ARTICLE VI - BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

ARTICLE VII - GENERAL PROVISIONS

The provisions of Revised Code of Idaho are hereby incorporated in full except as hereinafter provided:

A. Preemptive Rights replacing :

Each shareholder shall have the following preemptive Rights to acquire additional shares of stock, which may be issued by this corporation:

1. Preempted Shares: Before the corporation shall offer for sale or otherwise dispose of any unissued shares at the time authorized, the shareholders shall have the first right to purchase such shares (preempted shares). Each shareholder shall be entitled to purchase a percentage of preempted shares equal to the percentage he or she owns of all shares then outstanding or a lesser number of shares if the shareholder so chooses. The allocation of shares shall be subject to- adjustments as determined by the Board of Directors where necessary to avoid the issuance of fractional shares.
2. Terms and Conditions: The purchase of preempted shares by existing shareholders shall be on terms and conditions, including purchase price, not less favorable than those under which it is proposed they be offered for sale or otherwise disposed of to others.
3. Notice of Proposed Disposition; Waiver of Preemptive Rights. Written notice shall be given to each shareholder of each proposal for the sale or other disposition of preempted shares, setting forth the number of shares involved and the terms of the proposed sale or other disposition. The preemptive rights of any shareholders shall be deemed waived if, within fourteen days after the written notice is given to a shareholder as provided in this Article, the shareholder does not agree in writing to purchase all the preempted shares he or she is entitled to purchase, the waiver shall be deemed effective as to those shares the shareholder has not agreed to purchase.

B. Cumulative Voting Replacing:

The right to accumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

C. Limitation of Director's Liability:

To the fullest extent permitted by Washington law and subject to the Bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

D. Contracts in which Directors have Interest

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association or other entity of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided, that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

ARTICLE VIII - AMENDMENTS OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds (2/3) of the shares entitled to vote thereon, any of the provisions contained in these Articles of incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

Dated: 10-30-2014



Patrick S. McNutt
Incorporator: