

ALLEN INVESTMENT CORPORATION
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF -FILED-
ARTICLES OF INCORPORATION**

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1. **NAME.** The name of the corporation is Allen Investment Corporation

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 include amendments that add provisions with respect to classes and series of shares, board composition, and related matters.

3. **DATE OF APPROVAL.** The amended and restated articles of incorporation were adopted effective as of 3/5/, 2025.

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.**

ALLEN INVESTMENT CORPORATION

Date: 3/5/25

By: 

Roger Allen, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ALLEN INVESTMENT CORPORATION**

The Articles of Incorporation of Allen Investment Corporation, 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 Allen Investment 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 435 E. Shore Drive, Suite 230, Eagle, Idaho 83616.

**Article 4
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.*, as may be amended from time to time (the "**Act**").

**Article 5
Shares**

5.1 Stock. The aggregate number of shares the Corporation is authorized to issue is 100,000 shares of voting common stock (no par value), consisting of one class of "**Common Stock**." Before issuance, the Corporation's Board of Directors is expressly authorized to exercise, without shareholder approval, all powers permitted by Idaho Code § 30-29-602, including the power (a) to classify unissued shares of Common Stock into one or more classes or into one or more series within a class; and (b) to reclassify any unissued shares of any series of any class into one or more classes or into one or more series within a class. Before issuing any shares of any class of stock so reclassified by the Board of Directors under this Section 5.1, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class.

5.2 Reacquired Shares. 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.

5.3 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.

5.4 Preemptive Rights. Shareholders of the Corporation have no preemptive rights to acquire unissued shares or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

5.5 Voting. 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 when voting for election of directors.

5.6 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 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 Corporation's registered office is located at 435 E. Shore Drive, Suite 230, Eagle, Idaho 83616. The name of the registered agent at such address is April Elaine.

Article 7 Board of Directors

All corporate powers shall 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 any shareholder agreement authorized under the Act. The number of directors constituting the board of directors of the Corporation 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 Idaho Code § 30-29-732.

Article 8 Amendment of Articles and Bylaws

8.1 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.

8.2 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 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 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 3/5/, 2025.

By: _____


Roger Allen, President