

B0787-1135 03/28/2023 2:17 PM Received by Office of the Idaho Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**

**ARLO'S PIZZA COMPANY, INC.**

*For Office Use Only*

**-FILED-**

File #: 0005178620

Date Filed: 3/28/2023 2:17:00 PM

The undersigned, as incorporator under the Idaho Business Corporation Act, I.C. 30-29, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I.**

**NAME**

The name of this corporation is ARLO'S PIZZA COMPANY, INC.

**ARTICLE II.**

**DURATION**

The corporation has perpetual existence.

**ARTICLE III.**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including, the establishment of a restaurant and pizza company to serve its customers in Sandpoint, Idaho.

**ARTICLE IV.**

**REGISTERED AGENT AND OFFICE**

The address of the registered office of the corporation is 1319 Spruce St., Sandpoint, ID 83864, and the name of the registered agent at such address is JESSE GUSCOTT.

## ARTICLE V.

### STOCK

5.1 Authorized Shares. The total authorized number of shares of the corporation is THREE THOUSAND (3,000) shares, all of such shares to be without par value.

5.2 Pre-emptive Rights. Each holder of common shares of the corporation shall have the right to purchase shares of the corporation that may hereafter from time to time be issued for cash (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of the issue bears to the total number of shares then outstanding. This right shall be deemed waived by any holder of shares who does not exercise it and pay for the shares pre-empted within sixty (60) days from and after the date of receipt of a notice in writing from the Board of Directors of this corporation inviting him or her to exercise the right. No holder of shares shall have any other pre-emptive rights as now or hereafter defined by the laws of the State of Idaho. The pre-emptive rights hereby granted may at any time or from time to time be amended, altered, or denied altogether if such action is approved by the holders of at least two-thirds of the shares of common stock then outstanding.

5.3 Cumulative Voting. At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by him or her for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

## ARTICLE VI.

### DIRECTORS

6.1 Number. The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of THREE (3) director(s), whose name(s) and address(es) are:

JESSE GUSCOTT  
1319 Spruce Street  
Sandpoint, Idaho 83864

LINDSEY FALCIANI  
1319 Spruce Street  
Sandpoint, Idaho 83864

GEORGE D. HANSEN  
4339 S Greystone Ln  
Spokane, WA 99223-6182

The first director(s) shall serve until the first annual meeting of shareholders and until their successors are elected and qualified.

6.2 Duties and Powers. The Board of Directors shall oversee the internal affairs of the corporation and shall have the power to adopt, amend or repeal the bylaws of this corporation, subject to the power of the shareholders to amend or repeal such bylaws. Such other and further duties and powers shall be set out in the corporate Bylaws.

6.3 Director Liability. A director shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- a. The amount of a financial benefit received by a director to which the director is not entitled;
- b. An intentional infliction of harm on the corporation or the shareholders;
- c. A violation of section 30-29-832, Idaho Code; or
- d. An intentional violation of criminal law;

If the Idaho Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or

modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

5.1 Right to Indemnification. The corporation shall indemnify any person who is or was a director or officer of the corporation made a party to a proceeding, and may, at the discretion of the board of directors, obligate itself to advance or reimburse expenses incurred in a proceeding, to the fullest extent permitted by law and without regard to the limitations set forth in the Idaho Business Corporation Act, provided that no director or officer shall be indemnified from or on account of:

- a. Receipt of a financial benefit to which the director is not entitled;
- b. An intentional infliction of harm on the corporation or its shareholders;
- c. A violation of section 30-29-832, Idaho Code; or
- d. An intentional violation of criminal law.

#### **ARTICLE VII.**

##### **BYLAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws, subject to the provisions of these Articles. The authority to make Bylaws for the corporation is hereby vested in the Board of Directors and they may change and amend such Bylaws so long as they do not conflict with the provisions of these Articles or with the regulatory agreement.

#### **ARTICLE VIII.**

##### **INCORPORATOR**

The name and address of the incorporator is:

Jesse Guscott  
1319 Spruce Street  
Sandpoint, Idaho 83864


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ARTICLE IX.

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law; and rights and powers conferred herein on the shareholders and directors of this corporation are subject to this reserved power.

The undersigned incorporator has signed these Articles of Incorporation as duplicate originals on this 21<sup>st</sup> day of March, 2023.

  
\_\_\_\_\_  
Jesse Guscott, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Jesse Guscott, hereby consent to serve as registered agent in the State of Idaho, for the above-named corporation.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated this 21<sup>st</sup> day of March, 2023.

  
\_\_\_\_\_  
Jesse Guscott

Address of Registered Agent:

1319 Spruce Street  
Sandpoint, Idaho 83864