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**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ABCB INCORPORATED**

The undersigned, which formed a corporation on February 8, 2022, in filing number 0004599899 with the Secretary of State of the State of Idaho, and under the provisions of the Idaho Business Corporation Act, submits the following third amended and restated articles of incorporation to the Idaho Secretary of State. These Articles shall entirely replace and supersede all previous Articles. The Board and Members (shareholders) have unanimously voted to adopt these Amended and Restated Articles of Incorporation and have the authority to do so pursuant to I.C. §§ 30-30-701 and 706.

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation is ABCB Incorporated (hereinafter referenced as "Company").

**ARTICLE II.
AUTHORIZED SHARES**

The Company is authorized to issue one thousand (1,000) shares of stock.
The initial shareholders are:

Andrew N. Bruse	500 shares
Christina Bruse	500 shares

**ARTICLE III.
REGISTERED AGENT**

The Board of Directors shall designate a registered agent. The initial registered agent shall be Andrew N. Bruse, whose address (registered office) is 5900 E. Colin Drive, Athol, Idaho 83801.

**ARTICLE IV.
INCORPORATOR**

The incorporators and amenders are Andrew Bruse and Christina Bruse, a married couple whose address is 5900 E. Colin Drive, Athol, Idaho 83801.

**ARTICLE V.
COMPANY MAILING ADDRESS**

The initial Company mailing address is 5900 E. Colin Drive, Athol, Idaho 83801.

**ARTICLE VI.
INITIAL DIRECTORS**

The initial Directors are:

Andrew Bruse, 5900 E. Colin Drive, Athol, Idaho 83801
Christina Bruse, 5900 E. Colin Drive, Athol, Idaho 83801

**ARTICLE VII.
PURPOSE OF CORPORATION**

The Company is initially organized to engage in the business of providing goods and services. In addition, the Company may engage in any other lawful business activity

**ARTICLE VIII.
TYPE OF CORPORATION**

The Company shall operate as a C Corporation under the Internal Revenue Code (26 U.S.C. § 301 et. seq.). The Company may elect to operate as a subchapter S Corporation pursuant to § 1362 of the Internal Revenue Code, without changing these Articles.

**ARTICLE IX.
MANAGEMENT**

Company management shall be vested in the Board of Directors. The Board of Directors shall be elected by the shareholders at the annual meeting. The shareholders are limited to (a) electing Directors; (b) adopting and modifying the Bylaws; and (c) modifying and restating the Articles of Incorporation.

**ARTICLE X.
BOARD OF DIRECTORS**

The Company shall have no less than two (2) Directors unless one hundred percent (100%) of the shares are held by a single shareholder, in which case there may be one (1) Director. The Board shall meet no less often than annually.

**ARTICLE XI.
OFFICERS**

The Board of Directors shall elect the Officers. There shall be a President and a Secretary. The Bylaws may specify additional officers.

**ARTICLE XII.
INDEMNIFICATION**

The Company shall indemnify its Officers and Directors from personal liability as the word "liability" is defined Section 30-1-850(5), Idaho Code. The terms of indemnification shall be consistent with the standards for liability set forth in Section 30-1-831, Idaho Code. Directors shall be liable to the Company for unlawful distributions as set forth in Section 30-1-833, Idaho Code. The Company, acting through its Board of Directors, may indemnify employees, agents, trustees and other personnel operating for or on behalf of the Company. No Officer, Director, or other person shall benefit from indemnification where the action or failure of action constituted (a) an intentional infliction of harm on the corporation or its shareholders, or (b) was an intentional violation of criminal law.

**ARTICLE XIII.
MODIFICATION**

These Articles may be amended upon (a) a resolution of the Board of Directors; (b) adoption of the resolution by the Shareholders at a duly called meeting of the Shareholders; and (c) by the vote of a majority of the shares present and voting, or voted by proxy at said duly called meeting.

Signatures on Following Page.

Signature Page.

Carl F. Hancock

Andrew Bruse, Shareholder & Director

Carl Bruke

Christina Bruse, Shareholder & Director

STATE OF IDAHO)
COUNTY OF BONNER) SS

On this 24 day of August, in the year of 2022, before me, a Notary Public for the state of Idaho, personally appeared **Andrew Bruse and Christina Bruse**, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.



NOTARY PUBLIC

