

B0026-4456 06/24/2019 11:55 AM Received by ID Secretary of State Lawrence Denney

**ARTICLES OF INCORPORATION
OF
GIP MANAGEMENT, INC.**

For Office Use Only
-FILED-
File #: 0003551131
Date Filed: 6/24/2019 11:55:00 AM

The undersigned, for the purpose of forming a general business corporation under the laws of the State of Idaho in compliance with the Idaho Business Corporation Act (Title 30, Chapter 29, Idaho Code) (the "Act"), does hereby certify, declare, and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is GIP Management, Inc. (the "Corporation").

**ARTICLE II
AUTHORIZED SHARES**

The Corporation is authorized to issue ten thousand (10,000) shares of common stock having no par value.

**ARTICLE III
BOARD OF DIRECTORS**

All corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation are managed under the direction of, its Board of Directors, subject to any limitation set forth in the Corporation's Bylaws or a Shareholders Agreement adopted under Section 30-29-732 of the Act.

**ARTICLE IV
INDEMNIFICATION**

The Corporation shall indemnify the Directors and Officers of the Corporation to the fullest extent permitted by the Act, as the same exists as of the date hereof or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**ARTICLE V
LIMITATION OF LIABILITY**

No Director shall be liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty except 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 Section 30-29-833 of the Act; or (iv) an intentional violation of criminal law.

**ARTICLE VI
REGISTERED AGENT**

The registered agent of the Corporation shall be indicated on the records filed with the Idaho Secretary of State. The name of the Corporation's initial registered agent is Scott Thomson, whose address is 8727 W. Arden Street, Suite 101, Boise, Idaho, 83709. The Corporation may change its registered agent from time to time at the direction of the Board of Directors.

**ARTICLE VII
INCORPORATOR**

The name of the incorporator is Scott Thomson, and the incorporator's address is 8727 W. Arden Street, Suite 101, Boise, Idaho 83709.

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may only be amended, restated or otherwise modified by unanimous vote of the Shareholders.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 21ST day of June, 2019.


Scott Thomson, Incorporator