

STATEMENT OF DOMESTICATION

Pursuant to § 30-22-505, Idaho Code

For Office Use Only

-FILED-

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Date Filed: 4/17/2019 3:38:00 PM

1. Name, jurisdiction and type of the domesticating entity:

Name: U.S. Tactical Supply, Inc.

Jurisdiction: Oregon

Type of Entity: Incorporation

2. Name, jurisdiction and type of the domesticated entity:

Name: U.S. Tactical Supply, Inc.

Jurisdiction: Idaho

Type of Entity: Incorporation

3. Effective date of domestication: Upon filing

4. The domestication is approved in accordance with Oregon law.

5. The Articles of Incorporation of U.S. Tactical Supply, Inc. is attached hereto.

6. The mailing address to which the secretary of state may send any process served on the secretary of state is: Smith + Malek c/o: U.S. Tactical Supply, Inc, 601 E. Front Street, STE 304, Coeur d'Alene, ID 83815.

Signature Domesticating Entity:

 PRESIDENT

KEVIN SWANSON
Print name

Signature Domesticated Entity:

 PRESIDENT

Kevin Swanson
Print name

B0198-7232 04/17/2019 3:38 PM Received by ID Secretary of State Lawrence Denney

**ARTICLES OF INCORPORATION
OF
U.S. Tactical Supply Inc., an Idaho corporation**

The undersigned, being the President and Secretary of U.S. Tactical Supply Inc., an Idaho corporation ("Corporation"), for purposes of restating the Articles of Incorporation of this Corporation formerly filed in the State of Oregon on April 30, 2003, Registry Number 146631-99, do hereby certify that: (i) the name of this Corporation is U.S. Tactical Supply Inc., an Idaho corporation; (ii) these Articles of Incorporation restate in their entirety the Articles of Incorporation previously adopted by this Corporation; (iii) these Articles of Incorporation were duly adopted on the date hereof in accordance with the provisions of Title 30 Chapter 1 of the Idaho Code; and (iv) these Articles of Incorporation supersede the original Articles of Incorporation of this Corporation and all prior amendments to them. The undersigned therefore certify and adopt the following Articles of Incorporation ("Articles of Incorporation"):

**Article I
NAME**

The name of this Corporation is U.S. Tactical Supply Inc., an Idaho corporation.

**Article II
PURPOSE**

The purpose for which this Corporation is organized and its powers are to carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho, and which this Corporation may deem proper or convenient, or which may be calculated to promote directly or indirectly the interests of this Corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed, and to exercise all of the powers conferred by the laws of the State of Idaho under which this Corporation is formed, as such laws are now in effect or as they may be amended at any time in the future.

**Article III
SHARES**

The aggregate number of shares which this Corporation shall have authority to issue is: one thousand (1,000) shares. The sole class of shares shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution.

**Article IV
REGISTERED AGENT**

The registered agent of the Corporation is Peter J. Smith IV, 601 E. Front Street, Suite 304, Coeur d'Alene, Idaho 83814.

**Article V
BYLAWS**

The board of directors shall have full power to adopt, alter, amend or repeal the Bylaws of this Corporation or adopt new Bylaws, subject to repeal or change by action of the shareholders. Nothing herein will deny the concurrent power of the shareholders to alter, amend, or repeal the Bylaws or adopt new Bylaws.

Article VI **DIRECTORS**

1. The names and addresses of the current directors of this Corporation are as follows:

Kevin Swanson
1910 E. Seltice Way
Post Falls, Idaho 83854

Diana Swanson
1910 E. Seltice Way
Post Falls, Idaho 83854

2. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, or (ii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If Title 30, Chapter 1 of the Idaho Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by Idaho law, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article VII **INDEMNIFICATION**

The Corporation shall provide any indemnification required by Idaho law and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by Idaho law now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity.

2. This Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, trustee or agent of this Corporation and any other corporation, partnership, joint venture, trust, limited liability company or other entity (including any retirement plan maintained by this Corporation and any other employee benefit plan maintained by this Corporation) against any expense, liability or loss, whether or not this Corporation would have the power to indemnify such person against such expense, liability or loss under Idaho law. This Corporation may enter into contracts in writing with any director or officer of this Corporation in furtherance of the provisions of these Articles of Incorporation and may create a trust fund, grant a security interest or use other means to ensure the

payment of such amounts as may be necessary to effect indemnification as provided in these Articles of Incorporation.

3. Any determination as to whether this Corporation is obligated to or otherwise should indemnify any person or advance or reimburse expenses for any person pursuant to the provisions of these Articles of Incorporation will be made by its Board of Directors. All directors, including any director who may then be a party to the proceeding, will be entitled to vote with respect thereto.

4. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

5. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

6. The foregoing rights conferred in this Article will not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Corporation's Bylaws, written agreement of this Corporation, vote of its shareholders, vote of its directors or otherwise.


7. No amendment or repeal of this Article shall apply to or have any effect on any right conferred under this Article with respect to acts or omissions occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 10th day of April, 2019.

SECRETARY:


Diana Swanson

PRESIDENT:


Kevin Swanson