

**ARTICLES OF INCORPORATION
OF
METROLINE SURFACES, INC.**

The Articles of Incorporation of MetroLine Surfaces, Inc., are in their entire

For Office Use Only

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**ARTICLE 1
NAME OF THE CORPORATION**

The name of the corporation is MetroLine Surfaces, Inc. (the "**Corporation**").

**ARTICLE 2
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 3
SHARES**

3.1 Stock. The aggregate number of shares the Corporation is authorized to issue is 3,000 shares of voting common stock (without par value).

3.2 Treasury Shares. Unless a resolution of the board of directors provides that reacquired shares will constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

3.3 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.

3.4 Voting. Each outstanding share of 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.

3.5 Transfer and Redemption of Shares. The Corporation's board of directors or its shareholders are authorized to adopt bylaws restraining the alienation of shares of the Corporation's common stock and providing for the purchase or redemption by the Corporation of its shares. However, such provisions dealing with the purchase or redemption by the Corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the Corporation.

**ARTICLE 4
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 13350 Burgundy Place, Caldwell, Idaho 83607. The name of the registered agent at such address is Robert Dykhous.

**ARTICLE 5
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. Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the board of directors is one. The names and addresses of the initial board of directors are as follows:

<u>Name</u>	<u>Address</u>
Robert Dykhous	13350 Burgundy Place Caldwell, Idaho 83607

**ARTICLE 6
AMENDMENT OF ARTICLES AND BYLAWS**

6.1 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.

6.2 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 7
INCORPORATOR**

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Robert Dykhous	13350 Burgundy Place Caldwell, Idaho 83607

ARTICLE 8
LIMITATION OF LIABILITY AND INDEMNIFICATION

8.1 Limitation of Liability. A director of the Corporation will not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code § 30-29-850(5)) to any person, 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.

8.2 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.

8.3 Accrual of Rights. Any repeal or modification of this Article 8 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.

ARTICLE 9
EXECUTION

For the purpose of forming this Corporation under the laws of the State of Idaho, the undersigned is signing these Articles of Incorporation as of December 26, 2019.

By: Robert Dykhousc
Robert Dykhousc
Incorporator

STATEMENT OF DOMESTICATION

Pursuant to § 30-22-505, Idaho Code

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

Name: MetroLine Surfaces, Inc.
Jurisdiction: State of Delaware
Type of Entity: Corporation

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

Name: MetroLine Surfaces, Inc.
Jurisdiction: State of Idaho
Type of Entity: Corporation

3. Effective date of domestication: 11:59 PM on January 10, 2020

4. The domesticating entity is a foreign entity, and the domestication is approved in accordance with the law of its jurisdiction of organization.

5. The domesticated entity is a domestic filing entity and its Articles of Incorporation are attached as Exhibit A, and incorporated herein by this reference.

Domesticating Entity:

MetroLine Surfaces, Inc.,
a Delaware corporation

By: Robert Dykhous
Name: Robert Dykhous
Its: Authorized Officer

Domesticated Entity:

MetroLine Surfaces, Inc.
an Idaho corporation

By: Robert Dykhous
Name: Robert Dykhous
Its: Authorized Officer