

FILED EFFECTIVE

2018 SEP 13 PM 2:03

ARTICLES OF INCORPORATION
OF
IEC GROUP HOLDINGS, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act (the "IBCA"), hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of this Corporation shall be "IEC GROUP HOLDINGS, INC.".

ARTICLE II.
SHARES

The aggregate number of shares that this Corporation shall have authority to issue is Ten Million (10,000,000) shares of common stock with no par value per share.

ARTICLE III.
REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of the Corporation are as follows:

Registered Agent

Bryan Hall

Registered Office Address

2888 West Excursion Lane
Meridian, ID 83642

The mailing address of this Corporation shall be PO Box 7186, Boise, ID 83707.

ARTICLE IV.
PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE V.
CUMULATIVE VOTING

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE VI.
MAJORITY SHAREHOLDER APPROVAL

IDaho SECRETARY OF STATE

09/13/2018 05:00

CK:20153444 CT:172099 BH:1664041

10 100.00 = 100.00 CORP #2

20.00 = 20.00 EXPEDITE C #3

C219151

If a vote of the shareholders is required to authorize any of the following matters, such matters need to approved only by a majority of all votes of each voting group entitled to be cast on the matter:

1. Amendments to Articles of Incorporation.
2. Plan of merger or Plan of Share Exchange.
3. Sale, lease, exchange or other disposition of substantially all of the property of the Corporation, other than in the usual and regular course of business.
4. Proposal to dissolve the Corporation.

ARTICLE VII. DIRECTORS

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

<u>Name</u>	<u>Address</u>
T. Andrew Fujimoto	2888 West Excursion Lane Meridian, ID 83642
Carrie Hatch	2888 West Excursion Lane Meridian, ID 83642
Jon N. Aubrey	11557 S. 3420 W South Jordan, UT 84095

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 (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating IBCA 30-29-833, or (c) any transaction from which the directors will personally receive benefit in money, property, or services to which the directors is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the IBCA 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 the IBCA, 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.

3. A director can only be removed for Cause in accordance with the terms of this Section. The Board of Directors will first make a determination that there are for Cause grounds for removing a Director and thereafter, the Board shall promptly call a shareholders' meeting. The removal of a Director requires the affirmative vote of Shareholders owning not less than 51% of the outstanding shares.

ARTICLE VIII. INDEMNIFICATION

1. General. The Corporation shall indemnify its officers and directors and advance or reimburse expenses to the full extent required or permitted by the IBCA 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; provided no such indemnity shall indemnify any directors from or on account of any (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of IBCA 30-29-833, or (c) any transaction with respect to which it was finally adjusted that such director personally received a benefit in money, property, or services to which the director was legally entitled.

2. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and its 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.

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

4. Nonexclusive. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. Effect of Amendment. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omission occurring prior to such amendment or repeal.

ARTICLE IX. SHAREHOLDER CONSENT

The shareholders of this Corporation are authorized to take action required by or permitted by IBCA upon compliance with all the provisions of this section and IBCA. Such action may be taken without a meeting or a vote if the action is taken by unanimous consent of the shareholders holding of record or otherwise entitled to vote on the matter. The taking of action by shareholders under this section must be evidenced by one or more written consents describing the action taken, executed by shareholders and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The consent shall be delivered to the Corporation in written form, or, if the Corporation has designated an address, location or system to which the consent may electronically transmitted, to such designated address, or system.

**ARTICLE X.
INCORPORATOR**

The name and address of the incorporator are:

Philip J. Carstens

618 W. Riverside, Suite 300
Spokane, WA 99201

IN WITNESS WHEREFORE, the incorporator hereinabove named has executed these Articles of Incorporation this 12 day of September, 2018.

Philip J. Carstens
Philip J. Carstens, Incorporator

CONSENT TO APPOINT REGISTERED AGENT

I, Bryan Hall, hereby consent to serve as Registered Agent in the state of Idaho for IEC GROUP HOLDINGS, INC. 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: September 12, 2018

Bryan Hall
Bryan Hall, Registered Agent

Registered Office Address:
2888 West Excursion Lane
Meridian, ID 83642