

**2022 ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
CAISSON LABORATORIES, INC.**

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Pursuant to the provisions of Part 10, Chapter 29, Title 30, Idaho Code, CAISSON LABORATORIES, INC., ("the Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is CAISSON LABORATORIES, INC.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on August 24, 2021, in the manner prescribed by the Idaho Business Corporation Act:

A. ARTICLE FOUR, Section II, subsections B, C, D and F are amended to read as follows:

**ARTICLE FOUR
STOCK**

Section II. Stock Attributes.

* * *

B. Voting, Distribution, and Liquidation Rights. The holders of Class A Series 1 Voting Common Stock shares and Class A Preferred Stock shares shall vote on all matters put to a vote of the shareholders. Unless otherwise provided by law (including Idaho Code Section 30-29-1004), any proposal put to a vote of the shareholders shall be voted on by all shareholders of any Class voting together, rather than voting separately by classes.

C. Redemption Rights. Shares of Class A Preferred Stock may be redeemed by the corporation at any time at a price equal to their par value (i.e., \$25.00 per share). Otherwise, all other shares of stock may be redeemed only upon such terms and conditions as shall be mutually agreed upon between the corporation and the holders thereof, or as shall be determined by the Board of Directors prior to the issuance of such stock in accordance with Idaho Code Section 30-29-602. By an appropriate resolution, the Board of Directors may create a sinking fund for any mutually agreeable redemption of shares. The fair market value of shares to be redeemed, if it is an issue in dispute, will be determined in a manner similar to the procedure used in the event that appraisal rights are asserted under Idaho Code Sections 30-29-1301 through 30-29-1331.

D. Preferential Rights. Holders of Class A Preferred Stock shares shall be entitled to an annual dividend equal to 2.5% of par value. In the event such dividends

are not paid in any given year, then the unpaid dividend rights shall accumulate. The accumulated dividends payable to holders of Class A Preferred Stock shall be paid before any dividends are paid to holders of shares of other classes of stock. At any time when a dividend has been declared and the holders of Class A Preferred Stock have received all preferred dividends to which they are entitled, all further portions of those declared dividends shall be paid to the holders of the Common Stock shares, as described above. Upon any voluntary or involuntary liquidation and dissolution of the corporation, in the event that there is any distribution of cash or property to the shareholders of the Corporation, such cash and property shall be distributed to the holders of Class A Preferred Stock until all their unpaid accumulated dividends have been paid and they have received a return of the par value of that stock; and thereafter any additional proceeds shall be distributed to the holders of the Common Stock shares, with or without par value, in proportion to the number of shares held.

* * *

F. Determination of Stockholders' Rights by Board. Notwithstanding the terms of these Articles, the Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights of the holders of all classes and/or series of stock, prior to the issuance thereof, in accordance with the provisions of Idaho Code Section 30-29-602.

B. ARTICLE FIVE is amended to read as follows:

ARTICLE FIVE LOCATION

The location and address of the registered office of the corporation is 428 Park Avenue, Idaho Falls, Idaho 83402, and the name of its registered agent at such address is Lary S. Larson.

C. ARTICLE SEVEN is amended to read as follows:

ARTICLE SEVEN BOARD OF DIRECTORS

A. Number of Directors. The number of directors constituting the initial Board of Directors is five. The board of directors shall consist of up to seven members, as determined from time to time by resolution of the Board.

B. Initial Classification of Directors by Lots. Not more than thirty (30) days following the filing of these 2022 Restated Articles of Incorporation, the current members of the current board of directors shall be divided into three (3) groups, to be called Groups A, B and C, in the following manner: the directors shall draw numbered lots to determine in what order they shall be assigned to those groups; then the director

who drew lot #1 will be assigned to Group A; the director who drew lot #2 will be assigned to Group B; the director who drew lot #3 will be assigned to Group C; the director who drew lot #4 will be assigned to Group A; the director who drew lot #5 will be assigned to Group B; and so forth.

C. Initial Election of Directors to Staggered Terms. All such current members of the board shall continue in office until their successors are duly elected in the following manner: at the first annual meeting of the shareholders following the filing of these 2022 Restated Articles of Incorporation, the term of office of the directors in Group A will expire, and their successors shall be elected by the shareholders; at the second annual meeting of the shareholders following the filing of these 2022 Restated Articles of Incorporation, the term of office of the Directors in Group B will expire, and their successors shall be elected by the shareholders; and at the third annual meeting of the shareholders following the filing of these 2022 Restated Articles of Incorporation, the term of office of the Directors in Group C will expire, and their successors shall be elected by the shareholders. All directors elected in that manner, or thereafter elected by the shareholders, shall serve for terms of three (3) years, or until their successors are duly elected. The intent of this Article is to provide for the election of directors with staggered three-year terms, in accordance with Idaho Code Section 30-29-806, so that at each annual meeting of the shareholders, only roughly one-third of the positions on the Board of Directors shall be open for election.

D. Manner of Electing Directors. The election of directors by the shareholders shall be performed in the following manner: the Chairman of the board of directors shall nominate a slate of candidates, one for each seat on the board that is up for election; those candidates shall each be presented separately for a vote of the shareholders of the Corporation; each candidate shall be elected if he or she is approved by a simple majority vote of the shareholders; and for any candidate who is not approved in that manner, the chairman shall nominate another candidate, to be approved or disapproved in the same manner, until a candidate is approved in that manner for each seat on the board that is up for election.

THIRD: The date of the adoption of all the foregoing amendments by the shareholders was August 24, 2021.

FOURTH: The foregoing amendments were duly approved by the shareholders in the manner required by the Idaho Business Corporation Act, Chapter 29, and by the Articles of Incorporation.

DATED this 14 day of March, 2022.


Michael Harman, President


Kaye Ivie, Secretary