

**ARTICLES OF INCORPORATION**

**FILED EFFECTIVE**

**Motion4Sport, Inc.**

2019 FEB 13 AM 9:43

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE I - NAME**

The name of the corporation is Motion4Sport, Inc. (the "**Corporation**").

**ARTICLE II - REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office is 919 N. 31st St., Apt 101, Boise, ID 83702. The name of the Corporation's registered agent at such address is Tim Curry. The mailing address for the Corporation is:

Tim Curry, President  
919 N. 31<sup>st</sup> Street  
Apartment 101  
Boise, ID 83702

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Title 30 Chapter 29 of the General Business Corporation law of the State of Idaho (the "IGCL").

**ARTICLE IV - CAPITALIZATION**

(a) Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 110,000.00 shares, consisting of 100,000.00 shares of common stock, par value \$0.0001 per share ("Common Stock"), and 10,000.00 shares of preferred stock, par value \$0.0001 per share ("Preferred Stock"). Such stock may be issued from time to time by the Corporation for such consideration as may be fixed by the board of directors of the Corporation (the "Board of Directors").

(b) Common Stock. Subject to the powers, preferences and rights of any Preferred Stock, including any series thereof, having any preference or priority over, or rights superior to, the Common Stock and except as otherwise provided by law and this Article IV, the holders of the Common Stock shall have and possess all powers and voting and other rights pertaining to the stock of the Corporation.

(i) Voting. There shall be no cumulative voting. Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote under the IGCL; provided, that

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(A) except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation (including, but not limited to, any certificate of designations relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Articles of Incorporation (including, but not limited to, any certificate of designations relating to any series of Preferred Stock) or pursuant to the IGCL; and

(B) if the certificate of designation relating to any series of Preferred Stock permits the appointment or election of one or more directors to the Board of Directors by the holders of that series of Preferred Stock, then except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on the appointment or election of such directors.

(ii) *Dividends.* Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock. Except as otherwise provided by the IGCL or these Articles of Incorporation, the holders of record of Common Stock shall share ratably in all dividends payable in cash, stock or otherwise and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise.

(iii) *No Preemptive Rights.* The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation whether now or hereafter authorized.

(iv) *No Conversion Rights.* The Common Stock shall not be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same class of the Corporation's capital stock.

(v) *Liquidation Rights.* Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock. A merger or consolidation of the Corporation with or into any other corporation or other entity or a sale or conveyance of all or any part of the assets of the Corporation, in any such case which shall not in fact result in the liquidation of the Corporation and the distribution of assets to its stockholders, shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Corporation within the meaning of this Article IV(b)(v).

(c) Preferred Stock. Shares of Preferred Stock may be issued in one or more series, from time to time, with each such series to consist of such number of shares and to have such voting powers relative to other classes or series of Preferred Stock, if any, or Common

Stock, full or limited or no voting powers (including the right to appoint or elect alone or with one or more other series of the Preferred Stock, one or more directors to the Board of Directors), and such designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors and filed with the state of Idaho to effectuate an amendment of these Articles of Incorporation to establish such series, and the Board of Directors is hereby expressly vested with the authority, to the full extent now or hereafter provided by applicable law, to adopt any such resolution or resolutions and effectuate such amendment. Except as otherwise provided in these Articles of Incorporation or amendment hereto, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation or issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation or amendment hereto, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation. Any shares of Preferred Stock that are redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or these Articles of Incorporation or any amendment hereto. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors.

## **ARTICLE V - BOARD OF DIRECTORS**

(a) Number of Directors; Vacancies and Newly Created Directorships. The number of directors constituting the Board of Directors shall not exceed 15, and each director shall be a natural person. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, the precise number of directors shall be fixed exclusively pursuant to a resolution adopted by the Board of Directors. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, vacancies and newly-created directorships shall be filled exclusively by vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director, except that any vacancy created by the removal of a director by the stockholders for cause shall only be filled, in addition to any other vote otherwise required by law, by vote of a majority of the outstanding shares of Common Stock. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of directors.

(b) Removal. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, the directors of the Corporation may be removed with or without cause by the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the stockholders called for that purpose.

## **ARTICLE VI - LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent that the IGCL or any other law of the State of Idaho (as they exist on the date hereof or as they may hereafter be amended) permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to, or modification or repeal of, this Article VI shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any state of facts existing or act or omission occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise, prior to such amendment, modification or repeal. If the IGCL is amended after the date hereof 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 IGCL, as so amended.

## **ARTICLE VII -- MEETINGS OF STOCKHOLDERS**

(a) Special Meetings of Stockholders. Subject to any special rights of the holders of any series of Preferred Stock, and to the requirements of applicable law, special meetings of stockholders of the Corporation may be called only (i) by or at the direction of the Board of Directors pursuant to a written resolution adopted by a majority of the total number of directors that the Corporation would have if there were no vacancies, or (ii) by the Secretary of the Corporation at the request of the holders of fifty percent (50%) or more of the outstanding shares of Common Stock. Any business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

(b) Election of Directors by Written Ballot. Election of directors need not be by written ballot.

## **ARTICLE VIII - AMENDMENTS TO THE CERTIFICATE OF INCORPORATION AND BYLAWS**

(a) Bylaws. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation subject to the power of the stockholders of the Corporation entitled to vote with respect thereto to make, alter, amend or repeal the bylaws.

(b) Amendments to the Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the IGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE XI - INCORPORATOR**

The name and mailing address of the sole incorporator is as follows:

Tim Curry  
919 N. 31st St.  
Apt 101  
Boise, ID 83702

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record these Articles, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this ~~— day of March, 2017.~~ *13<sup>th</sup> day of Feb 2018*

By:   
Tim Curry  
Sole Incorporator

IDAHO SECRETARY OF STATE

02/13/2018 05:00

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