

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
NORTHPOINT CAPITAL, INC.**

2016 AUG 25 AM 9:08  
SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE I  
NAME**

The name of the corporation is Northpoint Capital, Inc. (the "Corporation").

**ARTICLE II  
AUTHORIZED SHARES**

The Corporation shall be authorized to issue ten thousand (10,000) shares of common stock having no par value.

**ARTICLE III  
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-29-732 of the Idaho Business Corporation Act (the "Act"). The number of directors constituting the initial board of directors shall be one (1), and the name and address of the individual to serve as the initial directors until the first annual meeting of shareholders or until his successor is elected and qualified is:

| <u>Name</u>   | <u>Address</u>                             |
|---------------|--|
| Robert Cooney | 10787 W. Ustick Road<br>Boise, Idaho 83713 |

**ARTICLE IV  
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**ARTICLE V  
LIMITATION OF LIABILITY**

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No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of section 30-29-833 of the Act; or (iv) an intentional violation of criminal law.

#### **ARTICLE VI REGISTERED AGENT**

The name and address of the registered agent of the Corporation is Givens Pursley Corporate Services LLC, 601 W. Bannock Street, Boise, Idaho 83702.

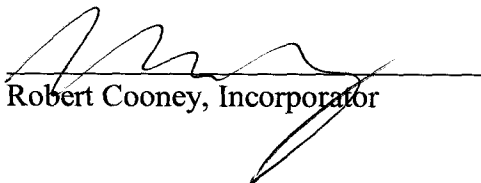
#### **ARTICLE VII INCORPORATOR**

The name of the incorporator is Robert Cooney, and the incorporator's address is 10787 W. Ustick Road, Boise, Idaho 83713.

#### **ARTICLE VIII AMENDMENT**

These Articles of Incorporation may be amended from time to time in the manner provided under section 30-29-1003 of the Act.

In witness whereof, I have subscribed these Articles of Incorporation this 24 day of August, 2016.

  
Robert Cooney, Incorporator