

FILED EFFECTIVE

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**ARTICLES OF INCORPORATION
OF
BETTER CHALLENGES INC.**

SECRETARY OF STATE
STATE OF IDAHO

Effective January 29, 2018, the following Articles of Incorporation (the "Articles") of Better Challenges Inc., an Idaho corporation (the "Corporation"), are submitted for filing.

**ARTICLE 1
NAME OF THE CORPORATION**

The name of the Corporation is Better Challenges Inc.

**ARTICLE 2
PRINCIPAL OFFICE**

The location and principal office of the Corporation is 8711 Churchill Rd. Boise, ID 83709

**ARTICLE 3
REGISTERED OFFICE AND AGENT**

The name of the Corporation's noncommercial registered agent and the street address of the business office of that person is:

Name:	Nicole Barnes
Street address:	1419 West Willow Avenue Nampa, ID 83651

**ARTICLE 4
INCORPORATOR**

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

Name	Address
Steve Frinsko	c/o Hawley Troxell Ennis & Hawley LLP 877 Main Street, Suite 1000 Boise, Idaho 83702

**ARTICLE 5
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.* (the "Act").

ARTICLES OF INCORPORATION – BETTER CHALLENGES INC.

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ARTICLE 6 SHARES

6.1 Capital Stock. The Corporation is authorized to issue two classes of capital stock, to be designated respectively "**Common Stock**" and "**Preferred Stock**" (the Common Stock and Preferred Stock will collectively be referred to as "**Capital Stock**"). The the Corporation is authorized to issue a total of 10,000,000 shares of Capital Stock, with no par value per share. 8,000,000 shares will be designated as Common Stock and 2,000,000 shares will be designated as Preferred Stock.

6.2 Common Stock. The Common Stock will be issued in two classes. 2,000,000 shares of the Common Stock will be designed as Voting Common Stock and 6,000,000 shares of the Common Stock will be designated as Nonvoting Common Stock. Before Issuance, the Corporation's Board of Directors of is expressly authorized to exercise, without shareholder approval, all powers permitted by Idaho Code Section 30-29-602 to reclassify unissued shares in each class of Common Stock. Before issuing any shares of any class of stock so reclassified by the Board of Directors under this Section 6.2, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class.

6.2.1 Voting Common Stock. Voting Common Stock will have all of the rights granted to shareholders under the Act, including without limitation full rights to vote on all matters on which the Corporation's shareholders may be entitled to vote and the right to share in any distribution and to receive a share of the net assets of the Corporation upon dissolution.

6.2.2 Nonvoting Common Stock. The Nonvoting Common Stock will have no voting rights but will otherwise have all the same rights as the Voting Common Stock.

6.3 Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors is authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations, or restrictions of all such series. The Corporation's Board of Directors is expressly authorized to exercise, without shareholder approval, all powers permitted by Idaho Code Section 30-29-602 with respect to each series, including, without limiting the generality of the foregoing, the following powers:

(a) to classify any unissued shares of the Corporation's authorized Preferred Stock into one or more classes or into one or more series within a class;

(b) to reclassify any unissued shares of any class of the Corporation's authorized Preferred Stock into one or more classes or into one or more series within one or more classes;

(c) to reclassify any unissued shares of any series of any class of the Corporation's authorized Preferred Stock into one or more classes or into one or more series within a class;

(d) to designate the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(e) to designate the voting powers, if any, and whether such voting powers are full or limited in such series;

(f) to designate the liquidation preference provisions, if any, applicable to such series, including any preferential payment rights;

(g) to designate the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(h) to designate whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

(i) to designate the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(j) to designate the provisions, if any, under which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;

(k) to designate the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity;

(l) to designate the provisions, if any, of a sinking fund applicable to such series; and

(m) to designate any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof;

all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for issuance of such Preferred Stock (collectively, a "Preferred Stock Designation"). Without limiting the generality of the foregoing, and subject to the rights of any series of Preferred Stock then outstanding, the Preferred Stock Designation may provide that such series will be (i) superior to, (ii) equal to, or (iii) junior to the Preferred Stock of any other series to the extent permitted by law. Before issuing any shares of any class or series of stock classified or reclassified by the Board of Directors under this Section 6.3, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class or series.

6.4 Reacquired Shares. Unless a resolution of the Board of Directors provides otherwise, reacquired shares of Common Stock will constitute authorized and unissued shares, and without any designation as Voting or Nonvoting shares. The Corporation may hold, use, resell, cancel, or dispose of such reacquired Common Stock free of any restrictions that would be imposed on the original issuance of Common Stock. Further, unless a resolution of the Board of Directors provides otherwise, each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock, or other means), will upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with Section 6.3.

6.5 Preemptive Rights. Shareholders have no preemptive right to acquire unissued shares or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

6.6 Transfer. No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

ARTICLE 7 NOTICE OF MEETINGS AND VOTING

7.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

7.2 Voting. Except with with respect to Nonvoting Common Stock and except as may otherwise be provided in a Preferred Stock Designation, and subject to the other terms of these Articles and to the Corporation's Bylaws, each outstanding share of Capital Stock will be 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.

7.3 No Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

7.4 Term of Office. Each Director holds office until the next annual meeting of the shareholders and until the Director's successor is elected and qualified, or until the Director's death, resignation, or removal.

ARTICLE 8 BOARD OF DIRECTORS

8.1 Board of Directors. The number of directors constituting the Board of Directors of the Corporation will be no less than three and no greater than nine. Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is three. The names and addresses of the directors are as follows:

Name	Address
Daniel Harder	8711 Churchill Rd. Boise, ID 83709
Courtney Harder	8711 Churchill Rd. Boise, ID 83709
Armando Vasquez	8711 Churchill Rd. Boise, ID 83709

ARTICLE 9 DURATION

The Corporation's duration is perpetual.

ARTICLE 10 AMENDMENT OF ARTICLES AND BYLAWS

10.1 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.

10.2 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 11 LIMITATION OF LIABILITY AND INDEMNIFICATION

11.1 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.

11.2 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.

11.3 Accrual of Rights. Any repeal or modification of this Article 11 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 12 EXECUTION

The undersigned has executed these Articles as of January 29, 2018.

By: 
Steve Frinsko
Incorporator