

**ARTICLES OF INCORPORATION
OF
G. WILLIKERS TOY MERCHANT INC.**

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File #: 0005029768

Date Filed: 12/13/2022 4:15:00 PM

The undersigned, acting as the Incorporator of a corporation under and pursuant to the Idaho Business Corporation Act, Chapter 29, Title 30, Idaho Code (the "Act"), for the purpose of forming a corporation under the laws of the State of Idaho in compliance with the provisions of the Act, adopts the following Articles of Incorporation ("Articles").

**ARTICLE 1
NAME**

The name of the corporation is "G. Willikers Toy Merchant Inc." (the "Corporation").

**ARTICLE 2
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE 3
PURPOSES**

The Corporation is organized and shall be operated for the purpose of engaging in any lawful business.

**ARTICLE 4
AUTHORIZED SHARES, RESTRICTIONS, AND LIMITATIONS**

The Corporation is authorized to issue one thousand (1,000) shares of Corporation common stock, no par value. Subject to applicable laws, none of the Corporation's shares of stock shall be subject to assessment.

**ARTICLE 5
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is: Brett A. Palmateer, 1508 N 13th Street, Boise, Idaho 83702.

**ARTICLE 6
MAILING ADDRESS**

The mailing address of the Corporation is: 1508 N 13th Street, Boise, Idaho 83702.

ARTICLE 7 BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the Corporation managed under the direction of, its Board of Directors (the "Board"). The number of directors constituting the Board shall be determined in the manner provided by the Corporation's Bylaws (the "Bylaws"). Except as otherwise provided herein, the powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws. The name and address of the initial director constituting the Board is Brett A. Palmateer, 1508 N 13th Street, Boise, Idaho 83702.

ARTICLE 8 DIRECTOR AND OFFICER LIABILITY LIMITATIONS

No director or officer shall have any personal liability to the Corporation for monetary damages for conduct as a director or officer except to the extent such person shall have been grossly negligent or engaged in willful misconduct in the performance of such person's duties or engaged in conduct where the person had reasonable cause to believe that such conduct was unlawful, or to the extent such elimination of liability is not otherwise permitted under the Act. Any repeal or modification of this Article 8 shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

ARTICLE 9 INDEMNIFICATION

The Corporation shall indemnify each person who is or was a director, officer, employee, or other agent of the Corporation, or of any other corporation which such person is serving, or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee, or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee, or other agent of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as, such director, officer, employee, or other agent, whether or not such person continues to be such director, officer, employee, or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such person shall have been grossly negligent, or shall have engaged in willful misconduct in the performance of such person's duties, or shall have had reasonable cause to believe that such person's conduct was unlawful.

ARTICLE 10 INCORPORATOR

The name and address of the incorporator of the Corporation is Brett A. Palmateer, 1508 N 13th Street, Boise, Idaho 83702.

ARTICLE 11 AMENDMENT

Subject to applicable laws, these Articles may be amended or repealed, and new articles adopted, at a meeting, by the affirmative vote of shareholders holding a majority of all the issued and outstanding common stock of the Corporation entitled, either upon recommendation by the Board or upon consideration of a resolution adopted by shareholders holding at least ten percent (10%) of all the issued and outstanding common stock of the Corporation.

Dated: December 13, 2022

DocuSigned by:
Brett A. Palamteer
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Brett A. Palmateer, Incorporator