

**ARTICLES OF INCORPORATION  
OF  
LAST MILE, INC.**

For Office Use Only

**-FILED-**

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The undersigned, acting as incorporator of **Last Mile, Inc.** (the “**Corporation**”) under the Idaho Business Corporation Act (the “**Act**”), adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the Corporation is “**Last Mile, Inc.**”

**ARTICLE 2  
CAPITAL STOCK**

**A. Authorized Capital.**

The Corporation is authorized to issue a total of **twelve million** (12,000,000) shares of common stock, no par value (“**Common Stock**”)

**B. Voting Rights.**

The holders of shares of Company Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law.

Any action required or permitted by the Act to be taken at a shareholders’ meeting may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. Such action shall be taken in accordance with the provisions of the Bylaws of the Corporation and the Act.

**C. Preemptive Rights.**

Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

**ARTICLE 3  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

Name

Address

Registered Agents Inc.

784 S Clearwater Loop, Suite R, Post Falls, ID 83854

**ARTICLE 4  
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Rodney Runolfson	12648 Equestrian Way, Nampa ID, 83686

**ARTICLE 5  
MAILING ADDRESS**

The mailing address of the Corporation shall be: 1123 12th Ave Rd. Box #119, Nampa, ID 83686.

**ARTICLE 6  
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 7  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 8  
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. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 9  
INDEMNIFICATION AND LIMITATION ON LIABILITY**

**A. 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).

**B. Limitation on Liability.**

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or

breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

#### **ARTICLE 10 AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

*[Remainder of Page Left Intentionally Blank]*

IN WITNESS WHEREOF, the undersigned submits these Articles of Incorporation to the Secretary of State for the State of Idaho for filing.

DocuSigned by:  
*Rodney Runolfson*  
9C CCFD8F D442C  
Rodney Runolfson, Incorporator