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**-FILED-**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**T&S HOLDING COMPANY, INC.**

T&S Holding Company, Inc. (the "**Corporation**"), a corporation organized and existing under and by virtue of the provisions of the Idaho Business Corporation Act, as codified at Chapter 29, Title 30 of the Idaho Code (the "**IBCA**"),

**DOES HEREBY CERTIFY:**

1. The name of the Corporation is T&S Holding Company, Inc., and that the Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Idaho on November 9, 2021 (collectively, the "**Articles of Incorporation**").

2. The board of directors of the Corporation duly adopted resolutions approving and adopting an amendment to and restatement of the Articles of Incorporation (the "**Amended and Restated Articles of Incorporation**"), declaring the Amended and Restated Articles of Incorporation to be advisable and in the best interests of the Corporation.

3. The Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation as of December 8, 2021.

4. The Amended and Restated Articles of Incorporation were duly adopted by the board of directors of the Corporation prior to any issuance of shares of capital stock of the Corporation pursuant to Idaho Code Sections 30-29-1002 and 30-29-1007.

5. The text of the Amended and Restated Articles of Incorporation, as adopted by the board of directors of the Corporation, is as follows:

**ARTICLE 1**

**NAME AND PRINCIPAL OFFICE OF THE CORPORATION**

The name of the corporation is T&S Holding Company, Inc. (the "**Corporation**"). The mailing address and the physical office address for deliveries is 915 Main Street, Caldwell, Idaho 83605.

**ARTICLE 2**

**DURATION**

The Corporation's duration is perpetual.

**ARTICLE 3**

**PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, Idaho Code Sections 30-29-101, etc. ("**IBCA**").

## ARTICLE 4 SHARES

**4.1 Capital Stock.** This Corporation is authorized to issue a total of one hundred thousand (100,000) shares of stock (without par value) ("**Shares**"). Except to the extent the board of directors of the Corporation (the "**Board of Directors**") take action to classify or reclassify authorized and unissued Shares into other classes or series of Shares pursuant to Section 4.2, the Shares of Company's capital stock shall be Common Stock with unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution.

**4.2 Terms of Classes or Series Determined by Board of Directors.** The Board of Directors is authorized to (i) classify any unissued Shares into one (1) or more classes or into one (1) or more series within a class; (ii) reclassify any unissued Shares of any class into one (1) or more classes or into one (1) or more series within one (1) or more classes; or (iii) reclassify any unissued Shares of any series of any class into one (1) or more classes or into one (1) or more series within a class; and (iv) exercise all powers permitted by Idaho Code § 30-29-602. If the Board of Directors acts pursuant to this authorization, the Board of Directors must determine (prior to issuance or reissuance of any such Shares) the terms of any such class or series of Shares, including without limitation the preferences, rights and limitations, such as dividend rights and preferences, conversion rights, voting rights (including without limitation any special, conditional or limited voting rights or no right to vote), rights of redemption (including without limitation any sinking fund provisions), and liquidation preferences of such series or class. The Board of Directors is authorized to fix the number of Shares constituting each class or series and to increase or decrease the number of Shares of any class or series prior to the issuance or reissuance of Shares of that class or series. Prior to issuing any Shares of any class or series classified or reclassified by the Board of Directors pursuant to this Section 4.2, the Corporation shall deliver to the Idaho Secretary of State articles of amendment setting forth the terms of such class or series.

**4.3 Reacquired Shares.** Unless a resolution of the Board of Directors provides that reacquired Shares shall constitute authorized and unissued Shares, any Shares reacquired by the Corporation shall be treasury Shares. The Corporation may hold, use, resell, cancel or disposed of the treasury Shares free of any restrictions that would be imposed on the original issuance of such Shares.

**4.4 Preemptive Rights.** Unless otherwise provided in a written agreement of the shareholders, shareholders shall have no preemptive right to acquire unissued Shares, treasury Shares, securities convertible into Shares, or securities carrying a right to subscribe to or acquire Shares.

**4.5 Voting.** Except as modified by this Article 4 or the IBCA, each outstanding Share is entitled to one (1) vote, in person or by proxy, for each matter submitted to a vote at a meeting of the shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation do not have the right to cumulate their votes for the Board of Directors. Voting rights of any class or series of Shares may be limited or eliminated in accordance with Section 4.2 or other provisions of these Articles of Incorporation, as long as, at all times, there shall exist one or more Shares that together have unlimited voting rights).

**4.6 Action Without a Meeting.** Any action required or permitted under the IBCA to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if a consent in writing setting forth the action so taken is signed by the holders of the outstanding

common stock having not less than the minimum number of votes that would be required to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

## ARTICLE 5 REGISTERED OFFICE AND AGENT

The name of the Corporation's commercial registered agent or, if the Corporation does not have a commercial registered agent, either (i) the name and street address of the Corporation's noncommercial registered agent or (ii) the title of an office or other position with the Corporation if process is to be served on the holder of such office or position and the street address of the business office of that person is:

Name:	Timothy Beck
Street address:	915 Main Street, Caldwell, Idaho 83605

## ARTICLE 6 BOARD OF DIRECTORS

**6.1 Corporate Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed by or under the direction of, the Board of Directors.

**6.2 Board of Directors.** The Board of Directors shall manage the business and affairs of the Corporation and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the IBCA. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Timothy Beck	915 Main Street, Caldwell, Idaho 83605
Steven Nutting	915 Main Street, Caldwell, Idaho 83605

## ARTICLE 7 LIMITATION OF LIABILITY AND INDEMNIFICATION

**7.1 Limitation of Liability.** To the fullest extent permitted by law, the directors and officers of this Corporation shall not be personally liable to this Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director or officer except for liability for (i) the amount of a financial benefit received by a director or officer to which the director or officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its shareholders, (iii) a violation of Idaho Code § 30-29-833, or (iv) an intentional violation of criminal law. If the IBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of this Corporation shall be eliminated or limited to the fullest extent permitted by the IBCA as so amended.

**7.2 Indemnification and Expenses.** The Corporation is obligated to indemnify and advance expenses to the directors and officers of the Corporation to the fullest extent permitted by the IBCA. If the IBCA is amended to permit greater indemnification of or advancement of expenses to the directors or officers, then the directors and officers of the Corporation are entitled

to such greater rights of indemnification and advancement of expenses as permitted by the amendment to the IBCA.

**7.3 Accrual of Rights.** Any repeal or modification of this Article 7 by the shareholders of the Corporation 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.

## **ARTICLE 8 AMENDMENT OF ARTICLES AND BYLAWS**

**8.1 Reservation of Right to Amend.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the Corporation are granted subject to this reservation.

**8.2 Bylaws Amendment by Board of Directors.** The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of Shares of the Corporation.

## **ARTICLE 9 EXECUTION**

For the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Idaho, the undersigned has executed these Amended and Restated Articles of Incorporation on December 8, 2021.



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Timothy Beck, President