

**ARTICLES OF AMENDMENT AND  
REVISED AND RESTATED ARTICLES OF INCORPORATION OF  
WORKS PROGRESS ADMINISTRATION, INC.**

*For Office Use Only*

**-FILED-**

File #: 0003942628 corporation by

Date Filed: 7/17/2020 10:00:00 AM

Idaho Code § 30-2004 allows an existing business corporation to be amended by amending its articles of incorporation to state it is a benefit corporation. Eff. undersigned, being the sole shareholder of Works Progress Administration, Inc., and pursuant to the Idaho Benefit Corporation Act, hereby duly adopts these Articles of Amendment and revises and restates the Articles of Incorporation that were filed on March 19, 2015, as follows.

**Article 1  
NAME & STATUS OF THE CORPORATION**

The name of the Corporation is "Works Progress Administration Inc." The Corporation is an Idaho benefit corporation pursuant to the Idaho Benefit Corporation Act, Title 30, Chapter 20, Idaho Code.

**Article 2  
PURPOSE**

The purposes of the Corporation are to create general public benefit and to transact any or all lawful business for which a corporation may be incorporated under the Idaho Benefit Corporation Act and the Idaho Business Corporation Act.

**Article 3  
CAPITAL STOCK**

**3.1 Authorized Shares.** The capital stock of this Corporation shall consist of 5,000,000 shares of nonassessable common stock, without a par value.

**3.2 Treasury Shares.** Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, sold, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 4  
BOARD OF DIRECTORS**

**4.1 Standards of Conduct for Directors.**

- a. In discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board and individual directors shall consider the effects of any action or inaction on:

E0520-2449 07/17/2020 10:00 AM Received by ID Secretary of State Lawrence Danney

- i. The Shareholders of the Corporation;
  - ii. The employees of the Corporation;
  - iii. The subsidiaries and suppliers of the Corporation;
  - iv. The interests of customers as beneficiaries of the general public benefit or specific public benefit purposes of the Corporation;
  - v. Community and social factors, including those of each community in which offices or facilities of the Corporation, its subsidiaries, or its suppliers are located;
  - vi. The local and global environment;
  - vii. The short-term and long-term interests of the Corporation, including benefits that may accrue to the benefit corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Corporation; and
  - viii. The ability of the Corporation to accomplish its general public benefit purpose and any specific public benefit purpose.
- b. In discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board and individual directors may also consider any other pertinent factors or the interests of any group that they deem appropriate.
  - c. The Board of Directors, committees of the Board and individual directors of the Corporation need not give priority to a particular interest or factor referred to in Subsection (a) or (b) of this Section over any other interest or factor.
  - d. The consideration of interests and factors in the manner required by this Section does not constitute a violation of Section 30-29-830, Idaho Code (standards of conduct for directors of general business corporations).

**Article 5  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 246 N. 8th St., Boise, ID 83702, and the name of the registered agent at such address is David Krick.

**Article 6  
LIMITATION OF LIABILITY**

**6.1** To the fullest extent permitted by the Idaho Business Corporation Act and the Idaho Benefit Corporation Act and any other applicable law, as they exist now or as they may be amended, a Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for: (i) breach of any fiduciary duty as a director or any action or inaction in the course of performing the duties of a Director; or (ii) failure of the Corporation to pursue or create general public benefit or specific public benefit.

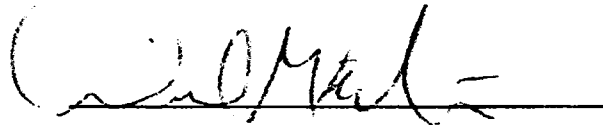
6.2 A Director does not have a duty to a person that is a beneficiary of the general public benefit purpose or a specific public benefit purpose of the Corporation arising from the status of the person as a beneficiary.

6.3 If the Idaho Business Corporation Act or Idaho Benefit Corporation Act or any other applicable law is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the amended acts.

**Article 7  
INDEMNIFICATION**

Except as otherwise provided in these Articles, the Corporation shall indemnify and hold harmless the directors and officers of the Corporation to the fullest extent required or permitted by the Idaho Business Corporation Act and Idaho Benefit Corporation Act, or any other applicable law, as they exist now and as they may be amended (but in the case of amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than that provided prior to amendment).

Dated: June 24, 2020



David Krick  
Shareholder, Board President