

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CREATIVE COMMUNICATIONS, INC.  
(A Public Benefit Corporation)**

*For Office Use Only*

**-FILED-**

File #: 0004175771

Date Filed: 2/16/2021 11:25:00 AM

pursuant to Title 30, Chapters 20, 21, and 29, Idaho Code

**ARTICLE I  
PUBLIC BENEFIT CORPORATION**

1.1. This is a Public Benefit Corporation.

**ARTICLE II  
NAME**

2.1. The name of this Public Benefit Corporation is Creative Communications, Inc. (the "PBC").

**ARTICLE III  
OFFICES**

3.1. The principal place of business and mailing address for the PBC is 4571 Broadway, Suite 5, Boulder, CO 80304.

**ARTICLE IV  
REGISTERED AGENT**

4.1. The registered agent and registered agent address for the PBC is Shawn Corbeil, 3122 N. Sycamore Drive, Boise, ID, 83703.

**ARTICLE V**

## **INCORPORATORS**

- 5.1. The names and address of the incorporators of the PBC are Lark A. Corbeil and David L. Crandall, 4571 Broadway, Suite 5, Boulder, CO 80304.

## **ARTICLE VI**

### **PURPOSE**

- 6.1. The purpose of the PBC is to engage in any lawful act or activity for which a public benefit corporation may be organized under the Idaho Benefit Corporation Act (Idaho Code §§ 30-2001-2013) (the “PBCA”).
- 6.2. The public benefit purpose of the PBC is to create a material positive impact on society and the environment, taken as a whole, from the business and operations of the PBC.

## **ARTICLE VII**

### **AUTHORIZED CAPITAL**

- 7.1. The PBC is authorized to issue one class of stock to be designated “**Common Stock**,” with a par value of \$1.00 per share. The total number of shares which the PBC is authorized to issue is one hundred thousand (100,000).
- 7.2. Except as limited by the next paragraph, each shareholder of record holding Common Stock shares shall have one vote for each share of common stock standing in his, her, or their name on the books of the PBC. Cumulative voting shall not be allowed in the election of directors of the PBC.
- 7.3. A shareholder may enter into agreements restricting or eliminating voting rights, or may be required to enter into such agreements as a condition to the award, grant, or purchase of PBC common stock under an equity incentive plan, as determined by the Board, except that agreements modifying preference in distributions in liquidation or eliminating the shareholder’s property rights will be void to the extent that they create a second class of stock.

## **ARTICLE VIII**

### **BYLAWS**

- 8.1. Except as otherwise provided in these Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, amend and rescind any or all of the Bylaws of the PBC.

## ARTICLE IX BOARD OF DIRECTORS

- 9.1. The business and affairs of the PBC shall be managed by a board of directors, which shall be elected at the annual meeting of the shareholders or at a special meeting called for that purpose.
- 9.2. With respect to any matter before the board for a vote, consideration, or other action, each director serving on the board (each a “**Director**” and collectively, the “**Directors**”) shall be entitled to consider the following factors, among any other factors such Director deems relevant, in connection with determining the best interests of the PBC with respect to such matter:
  - 9.2.1. The shareholders of the benefit corporation;
  - 9.2.2. The employees of the benefit corporation;
  - 9.2.3. The subsidiaries and suppliers of the benefit corporation;
  - 9.2.4. The interests of customers as beneficiaries of the general public benefit or specific public benefit purposes of the benefit corporation;
  - 9.2.5. Community and social factors, including those of each community in which offices or facilities of the benefit corporation, its subsidiaries, or its suppliers are located;
  - 9.2.6. The local and global environment;
  - 9.2.7. The short-term and long-term interests of the benefit 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 benefit corporation; and
  - 9.2.8. whether the determination of such matter advances the PBC’s purposes, as defined in Article V above.
- 9.3. Notwithstanding the foregoing and except as specifically provided in the PBCA, nothing set forth above in this Article IX is intended to or shall:
  - 9.3.1. create any additional fiduciary or other duties of any kind on the part of the PBC or any Director owed to the shareholders or any of the parties specified above in this Article IX;
  - 9.3.2. increase or expand the liabilities of the PBC or any Director or otherwise limit any defenses available to the PBC or any Director in connection with any claims, legal actions, lawsuits, or other proceedings; and

- 9.3.3. create any additional or special rights or causes of action in favor of the shareholders or any other third party, including without limitation, any of the third parties specified in this Article IX.

## **ARTICLE X**

### **DIRECTOR LIABILITY**

- 10.1. A Director of the PBC shall not be personally liable to the PBC or to its shareholders for monetary damages for breach of fiduciary duty as a Director, except that this Article X shall not eliminate or limit the liability of a Director to the PBC or to its shareholders for monetary damages otherwise existing for:
- 10.1.1. any breach of the Director's duty of loyalty to the PBC or to its shareholders;
  - 10.1.2. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
  - 10.1.3. acts specified in Section 30-29-851-109-102 of the Idaho Business Corporations Act (the "IBCA").
- 10.2. A disinterested Director's failure to satisfy Section 30-2007 of the PBCA shall not, for purposes of Section 30-29-830 or 30-29-831 or 30-29-852 of the IBCA, or for purposes of any use of the term "good faith" in these Articles of Incorporation or the bylaws in regard to the indemnification of or advancement of expenses of any person, constitute an act or omission not in good faith or a breach of the duty of loyalty. It is the PBC's intention to limit the liability of its Directors as permitted by Sections 30-2007 and 30-2008(5) of the PBCA.
- 10.3. If the PBCA is hereafter amended or superseded to eliminate or limit further the liability of a Director, then, in addition to the elimination and limitation of liability provided by the preceding two sentences, the liability of each Director shall be eliminated or limited to the fullest extent permitted by the PBCA and the IBCA as so amended or superseded. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the PBC under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article IX, prior to such repeal or modification.

## **ARTICLE XI**

### **INDEMNIFICATION**

- 11.1. The PBC shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred

because he or she is or was a Director or officer of the PBC or, while serving as a Director or officer of the PBC, he or she is or was serving at the request of the PBC as a Director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign PBC or other individual or entity or of an employee benefit plan. The PBC shall also indemnify any person who is serving or has served the PBC as Director, officer, employee, fiduciary or agent, and the estate and personal representative of any such person, to the extent and in the manner provided in any bylaw, resolution of the board, contract, or otherwise, so long as such provision is legally permissible. Notwithstanding anything to the contrary set forth in this Article IX, such indemnity shall not extend to conduct not undertaken in good faith to promote the best interests of the PBC, nor to any recklessness or willful misconduct; and, provided further, that this indemnification shall be limited to the total assets of the PBC.

## **ARTICLE XII**

### **FORUM**

- 12.1. Unless the PBC consents in writing to an alternative forum, the State of Idaho shall be the exclusive forum for (i) any derivative action or proceeding brought on behalf of the PBC, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the PBC to the PBC or the PBC's shareholders, (iii) any action asserting a claim arising under any provision of the IBCA, the PBCA, the Articles of Incorporation, or the bylaws of the PBC, or (iv) any action asserting a claim governed by the internal-affairs doctrine. Any person or entity that acquires any interest in shares of capital stock of the PBC will be deemed to have notice of and consented to the provisions of this section.
- 12.2. Unless the PBC consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933. Any person or entity purchasing or otherwise acquiring any interest in any security of the PBC shall be deemed to have notice of and consented to the provisions of these Articles of Incorporation.

## **ARTICLE XIII**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

- 13.1. Unless otherwise required by statute, the board reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE XIV**  
**FILING**

- 14.1. The true name and mailing address of the individual causing the document to be delivered for filing are Jason Wiener from Jason Wiener, p.c., a public benefit corporation, 1919 14<sup>th</sup> Street, Suite 700, Boulder, CO, 80302.

### CERTIFICATE

I hereby certify that the foregoing Amended and Restated Articles of Incorporation of Creative Communications, Inc., an Idaho public benefit corporation, have been approved and adopted by the Board of Directors of this corporation as of February 12, 2021.

IN WITNESS THEREOF, I, the undersigned Director, swear under penalties of perjury that the foregoing is a corporate act.

DocuSigned by:

*Lark Corbeil*

Lark A. Corbeil, Director

B0578-3016 02/16/2021 11:25 AM Received by ID Secretary of State Lawrence Denney