

Filed at the Request of:

Neal A. Koskella
Givens Pursley LLP
601 W. Bannock Street
Boise, ID 83702


STATE OF IDAHO
STATEMENT OF MERGER
PURSUANT TO PART 2 OF THE
IDAHO MODEL ENTITY TRANSACTIONS ACT
(IDAHO CODE §§ 30-22-201 THROUGH 30-22-206)

1. The name, jurisdiction of formation, and type of entity of the merging entity that is not the surviving entity is: Horel Corporation, an Idaho corporation (the "Merging Entity").
2. The name, jurisdiction of formation, and type of entity of the surviving entity is: Zelham, Inc., an Idaho corporation (the "Surviving Entity").
3. The merger was approved by the Merging Entity and the Surviving Entity via Plan of Merger in accordance with Part 2 of the Idaho Model Entity Transactions Act, Idaho Code §§ 30-22-201 through 30-22-206.
4. The Surviving Entity's public organic record is hereby amended and restated in its entirety pursuant to those Amended and Restated Articles of Incorporation attached hereto as Exhibit A and incorporated herein by this reference, which such Amended and Restated Articles of Incorporation were approved as part of the Plan of Merger to which this Statement of Merger relates.
5. This Statement of Merger is effective as of 11:59 p.m. on April 30, 2023 (the "Effective Date").

The Merging Entity and the Surviving Entity have executed this Statement of Merger on the date set forth below each party's signature to be effective on the Effective Date.

HOREL CORPORATION,
an Idaho corporation

ZELHAM, INC.,
an Idaho corporation

By: 
Name: Stephen Horel
Its: President

By: 
Name: Stephen Horel
Its: President

EXHIBIT A

Amended and Restated Articles of Incorporation of Surviving Entity

[Attached]

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ZELHAM, INC.

The undersigned, acting in the capacities indicated below and on behalf of Zelham, Inc., an Idaho corporation (the "Corporation"), hereby certify that, pursuant to Idaho Code Section 30-29-1003, the following Amended and Restated Articles of Incorporation ("Articles") were duly adopted by the Board of Directors and shareholders of the Corporation effective as of April 30, 2023. In accordance with Idaho Code Section 30-29-1007, these Articles replace and supersede, in its entirety, all former articles of incorporation of the Corporation, as amended, including, without limitation, those certain Articles of Incorporation of Zelham, Inc. dated August 7, 2014, as amended from time to time.

ARTICLE 1
NAME

The name of the corporation is "Zelham, 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 five thousand (5,000) 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: Luna Zhou, 5257 West Fairview Avenue, Boise, Idaho 83706.

ARTICLE 6 MAILING ADDRESS

The mailing address of the Corporation is: 5257 West Fairview Avenue, Boise, Idaho 83706.

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 current and sole director constituting the Board is Stephen Horel, 5257 West Fairview Avenue, Boise, Idaho 83706.

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 Idaho Business Corporation Act, Chapter 29, Title 30, Idaho Code. 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
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.

**ARTICLE 11
AMENDMENT**

The undersigned, being the President and Secretary/Treasurer of the Corporation, hereby represent that the foregoing Articles were unanimously approved by the Board and shareholders of the Corporation effective as of April 30, 2023.


Stephen Horel, President


Stephen Horel, Secretary/Treasurer