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**-FILED-**

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
FOR  
P.M. Pizza Co., INC.**

The undersigned, under the provisions of Title 30, Chapter 29, Idaho Code, submits to the Secretary of State the following Articles of Amendment and Restatement amending and restating the articles of incorporation of the corporation in their entirety to read as follows:

**ARTICLE I  
Name of the Corporation**

The name of the corporation is P.M. Pizza Co., Inc.

**ARTICLE II  
Authorized Shares**

**2.1 Number of Shares; Classes of Stock.** The corporation is authorized to issue 10,000 shares of a single class of voting common stock having no par value.

**2.2 Preemptive Rights.** The corporation elects to have preemptive rights with respect to its stock.

**2.3 Voting of Common Stock.** Except as otherwise required by law, each outstanding share in the class of voting common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III  
Registered Office Address and Agent**

The address of the registered office of the corporation is 200 W. 36<sup>th</sup> St., Boise, Idaho 83714. The name of the registered agent at such address is Douglas E. Miller.

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**ARTICLE IV  
Incorporator**

The name and address of the original Incorporator of the corporation is:

William E. Dean  
15462 Barrett View Circle  
Caldwell, ID 83607

**ARTICLE V  
Address for Notices**

The mailing address of the corporation is: 200 W. 36<sup>th</sup> St., Boise, Idaho 83714.

**ARTICLE VI  
Board of Directors**

**6.1 Number of Directors.** The size of the Board of Directors shall be as set forth in the Bylaws of the corporation.

**6.2 Cumulative Voting.** The corporation elects to authorize its shareholders holding shares of voting common stock to cumulate their votes for directors of the corporation.

**ARTICLE VII  
Liability of Directors**

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 29, Idaho Code.

**ARTICLE VIII  
Indemnification**

**8.1 Indemnification.** The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) receipt of a financial benefit to which the Director or officer is not entitled; (2) an intentional infliction of harm on the corporation or its shareholders; (3) any unlawful distribution; or (4) an intentional violation of criminal law.

**8.2 Advancement of Expenses.** The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by law.

The directors and shareholders of the corporation approved and adopted the foregoing Articles of Restatement by unanimous vote in the manner required by Title 30, Chapter 29 of the Idaho Code on January 1, 2021.

The foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the corporation.

Dated this 1<sup>st</sup> day of January, 2021.

  
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DOUGLAS E. MILLER, PRESIDENT