

ARTICLES OF INCORPORATION  
OF  
MPRX CALDWELL, INC.

*For Office Use Only*

**-FILED-**

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The undersigned, acting as incorporator of a corporation (the "Corporation") under the Idaho Business Corporation Act ("IBCA"), adopts the following Articles of Incorporation for such Corporation:

**ARTICLE 1  
NAME**

The name of the Corporation is MPX Caldwell, Inc.

**ARTICLE 2  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 3  
PURPOSE**

The objects and purposes for which this Corporation is organized shall be the transaction of any or all lawful business for which a corporation may be incorporated under the IBCA.

**ARTICLE 4  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation in the state of Idaho is 4618 Beacon Lane, Caldwell, Idaho 83605. The name of its registered agent at such address is Devin Trone.

**ARTICLE 5  
CAPITAL STOCK**

5.1 The Corporation is authorized to issue capital stock designated, "Common Stock." The total number of shares of capital stock that the Corporation is authorized to issue is 1,000. 1,000 shares shall be Common Stock, no par value per share.

## ARTICLE 6 LIMITATION OF LIABILITY

6.1 To the fullest extent permitted by the IBCA, or any other applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, or for any action taken, or any failure to take any action, as a director.

6.2 If the IBCA 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 IBCA so amended.

6.3 Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE 7 INDEMNIFICATION

7.1 The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the IBCA, or any other applicable law, as the same exists or may hereafter be amended, any director of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

7.2 The Corporation shall have the power to indemnify and hold harmless, to the extent permitted by the IBCA, or any other applicable law, as the same exists or may hereafter be amended, any officer, employee or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

7.3 Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE 8  
BOARD OF DIRECTORS**

8.1 All corporate powers shall be exercised under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a Preferred Stock Designation or a shareholder agreement authorized under Section 30-29-732 of the IBCA.

8.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

**ARTICLE 9  
INCORPORATOR**

The name and post office address of the incorporator is as follows:

Name	Address
Devin Trone	2790 W. Cherry Lane, Suite 100 Meridian, Idaho 83642

By: DT  
Devin Trone  
Incorporator  
*President*