

FILED EFFECTIVE

2015 MAY -1 AM 10:37

SECRETARY OF STATE
STATE OF IDAHO

Amended and Restated

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Amended and Restated Articles of Incorporation.

I.

The name of the Corporation shall be Cedar Enterprises, Inc.

II.

The Corporation shall exist in perpetuity.

III.

The address of the initial registered office of this Corporation shall be 708 E. Wythe Creek Court, Suite 102A, Kuna, Idaho 83634. The name of its registered agent is William J. Dennis.

IV.

The purposes for which this Corporation is organized are defined as: Business and Commercial Developments through Mergers and Acquisitions, Nationally and Internationally, Manufacturing products for both Retail and Wholesale markets with cutting edge, innovative technology within the following fields: Consumer Goods, Energy, Housing, Medical, Transportation, Hydroponics Farming.

Develop Project Financing and Lending through the buying and selling of Financial Debt Instruments and Securities; the transaction of any or all lawful business for which corporations may be incorporated under the Act.

V.

The business of this Corporation shall be managed and conducted by a board of directors of not fewer than one (1) or more than seven (7) members. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as Director until the first annual meeting of shareholders or until his successor or successors are elected and qualified is:

Name: William J. Dennis

Address: 708 E. Wythe Creek Court, Suite 102A, Kuna, Idaho 83634

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IDAHO SECRETARY OF STATE

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VI.

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000,000 shares of common stock having no par value. The holders of the common stock shall have unlimited voting rights, except that votes may not be cumulated. Shareholders shall not have preemptive rights.

VII.

The holders of the common stock shall be entitled to receive, when and as declared by the board of directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

VIII.

The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

IX.

Indemnification of Directors, Officers, Employees or Agents

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she or he is or was a director or officer 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 or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by such person in connection with such action, suit or proceeding if she or he acted in good faith and in a manner she or he

reasonable believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Non-exclusivity of Rights The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 3. Insurance, Contracts and Funding The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act. The Corporation may, without further shareholder action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation The Corporation may, by action of its board of directors from time to time,

provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the or pursuant Corporation to rights granted pursuant to, or provided by, the Act or otherwise.

X.

None of the corporation's shares have been issued & was adopted
The name and address of the incorporator is as follows: by incorporator

Name : William J. Dennis

Address: 708 E. Wythe Creek Court, Suite 102A, Kuna, Idaho 83634

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of April, 2015.


William J. Dennis

708 E Wythe Creek Court Ste 102A, Kuna ID 83634



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

FILED EFFECTIVE

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

2015 MAY -1 AM 8:28

SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

Runnin G Electric Corp.

Article 2: The number of shares the corporation is authorized to issue: 1

Article 3: The street address of the registered office is: 1900 Northwest Blvd STE 106A Cda ID 8381.4

and the name of the registered agent at such address is: Registered Agents Inc.

Article 4: The name of the incorporator is: Matt Goins

and address of the incorporator is: 4750s 6700w Hooper Ut 84315

Article 5: The mailing address of the corporation shall be:

4750s 6700w Hooper Ut 84315

Optional Articles:

Signature of at least one incorporator:

Matt Goins

Typed Name: Matt Goins

Typed Name: _____

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

05/01/2015 05:00

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1@ 100.00 = 100.00 CORP #2

1@ 20.00 = 20.00 EXPEDITE C #3

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Revised 06/2006

Web Form

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