

FILED EFFECTIVE

2018 JUN 25 PM 5:15

SPACE FOR SECRETARY OF STATE'S USE

FILED AT THE REQUEST OF:

Kent Hanway
CSHQA, Inc.
200 Broad Street
Boise, ID 83702

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION**OF****CSHQA, INC.**

The undersigned, President and Secretary of CSHQA, a Professional Association, in connection with the conversion of CSHQA, a Professional Association, an Idaho professional corporation, to CSHQA, Inc., an Idaho corporation, pursuant to the provisions of the Idaho Model Entity Transactions Act, hereby certifies that through a Resolution and Action by Consent executed by all of the Directors and by the Shareholders owning 100% of the outstanding stock of CSHQA, a Professional Association, adopted on the 22nd day of June, 2018, the following Articles of Incorporation of CSHQA, Inc., an Idaho corporation, to be effective upon the filing of the following Articles of Incorporation with the Secretary of State of the State of Idaho in conjunction with the filing of the Statement of Conversion.

Through their signatures affixed to such Resolution and Action by Consent, all Shareholders of CSHQA, a Professional Association, personally consented to adopt the following Articles of Incorporation.

IDAHO SECRETARY OF STATE

06/26/2018 05:00

CK:PREPAID CT:2105 BH:1650627

1@ 30.00 = 30.00 CONVERSION #2

1@ 20.00 = 20.00 EXPEDITE C #3

C218354

ARTICLE 1

NAME

The name of the Corporation is CSHQA, Inc.

ARTICLE 2

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho. Without limiting the foregoing sentence:

(A) This Corporation by and through its officers and directors shall have the power and authority to invest the corporate funds in real estate, mortgages, stocks and like securities, bonds or any other type of investments and in real estate and personal property that may be necessary for the rendering of the professional services of the Corporation;

(b) In connection therewith to buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in personal property, franchises, and property incidental to operations or investments;

(c) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wherever situated, and of any interest and rights therein, to the same extent as natural persons might or would do, and without limit as to amount;

(d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of

any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, public or private, or by whomsoever issued, and to possess and exercise thereof, any and all rights, powers and privileges of ownership, including the right to vote thereon;

(e) To make, perform, and carry out contracts of every kind and description made for any lawful purpose in keeping with these Articles, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or to pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(g) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however:

(1) That this Corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this Corporation; and

(2) That the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly.

(h) To purchase or otherwise acquire the whole or any part of the property, assets, and business of any other person, firm or professional association of the State of Idaho;

(i) To take such steps, perform such acts as may be reasonably necessary to promote, protect and preserve the investments of this Corporation in any shares of stock, securities, bonds, or other evidences of indebtedness in any other corporation; and

(j) To have one or more offices to carry on all or any part of the conduct of the professional affairs and business of the Corporation and to do all and everything necessary, ethically suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects in these articles named and permitted by law, or which shall at any time appear conducive or expedient under the law and in accordance with ethics for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation.

The foregoing clauses are to be construed, both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE 3

PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE 4

REGISTERED OFFICE

The location of the registered office of the Corporation is 200 Broad Street, Boise, Idaho 83702.

ARTICLE 5

CAPITAL STOCK

Upon the effectiveness of the filing of these Articles of Incorporation, each share of the Corporation's authorized common stock shall be split and reconstituted as nine hundred forty four and six hundred thirty four thousand nine hundred forty six thousandths (944.634946) shares of common stock (the "Stock Split"). All share figures, amounts per share and per share numbers set forth in these Articles of Incorporation have been appropriately hereby to reflect foregoing split.

There shall be only one class of capital stock of this Corporation which shall be designated as common stock, and such common stock shall be and consist of 9,446,349.458889 shares, no par value. A Shareholder of this common capital stock of this Corporation may not transfer shares of this Corporation except to another individual who is eligible to be a Shareholder of this Corporation in accordance with the provisions hereof and with Company's Bylaws and any buy-sell agreement adopted by the Shareholders of the Corporation, but only after such sale or transfer shall have been approved at a Shareholders' meeting, specifically called for such purpose by not less than a majority of the outstanding stock of this Corporation not including the shares of the Shareholder proposing to sell or transfer such shares in the counting of the

votes for any purpose at such meeting, unless all Shareholders and all shares of stock vote in favor of a consent that such stock of the transferring Shareholder be so voted.

ARTICLE 6

INDEMNIFICATION AND LIMITATION ON LIABILITY

The private property of the Shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever. And the shares of the Corporation shall be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the Corporation to such extent and subject to such limitations as may be approved by two-thirds (2/3) majority of all outstanding shares at a meeting specifically called and noticed for such purpose.

ARTICLE 7

DIRECTORS

The number of directors of the Corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of directors of the Corporation shall not be less than three (3). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the Shareholders and until their successors are elected and qualified.

ARTICLE 8

SHAREHOLDERS

Shareholders of the Corporation shall have no preemptive or preferential rights of subscription to any shares of stock of the Corporation whether now or hereafter authorized, or to any obligations of the Corporation convertible to stock.

ARTICLE 9

ASSETS

A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its goodwill and its corporate franchise, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the Corporation, under the laws of the State of Idaho.

ARTICLE 10

ACTS OF THE CORPORATION

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a

quorum of any meeting of the Board of Directors of the Corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE 11

BYLAWS

The Shareholders, by a majority vote, represented in person or by proxy, at any annual meeting of the Shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide, are expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws. The Corporation 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 law, by a majority vote of the Shareholders, represented in person or by proxy, at any annual meeting of the Shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE 12

REGISTERED AGENT AND REGISTERED OFFICE/ Incorporator

The name of the registered agent and address of the registered office is:

Name	Address
Kent A. Hanway	200 Broad Street Boise, Idaho 83702

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have subscribed these

Articles of Incorporation effective as of June 22, 2018.


Printed Name: Kent A. Hanway
President


Printed Name: James M. Otradosky
Secretary

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**STATEMENT OF CONVERSION**

Pursuant to § 30-22-405, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the form in duplicate.

2018 JUN 25 PM 3:15

SECRETARY OF STATE
STATE OF IDAHO

Note: Conversion documents are complex. Please seek appropriate legal and/or financial advice before making this important business decision.

1. CONVERTING ENTITY:Name: CSHQA, a professional associationJurisdiction: IdahoType: Professional Corporation

(Corporation, Limited Liability Company, Limited Partnership, etc.)

☒ This is a domestic entity, and this plan of conversion was approved in accordance with § 30-22-403, Idaho Code.

☐ This is a foreign entity, and this plan of conversion was approved in accordance with the law of its jurisdiction of formation.
2. CONVERTED ENTITY:Name: CSHQA, Inc.Jurisdiction: IdahoType: Corporation

(Corporation, Limited Liability Company, Limited Partnership, etc.)

a. If this is a **domestic** entity or domestic limited liability partnership, please attach a copy of the entity's public organic record, or statement of qualification.

b. If this is a **foreign** entity please designate a registered agent in the space provided:

(Registered Agent Name)

(Address)

3. EFFECTIVE DATE OF CONVERSION:
☒ Effective upon filing

☐ On future date: _____

(Enter date - not more than 90 days in the future)

Printed Name: Kent A. HanwayCapacity: President

Signature: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

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