

B0657-0039 10/21/2021 4:20 PM Received by ID Secretary of State Lawrence Denney

TCG HOLDINGS, INC.

Articles of Incorporation

ARTICLE I NAME

The name of this corporation is TCG Holdings, Inc. (the “Corporation”).

ARTICLE II AUTHORIZED SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, no par value per share.

ARTICLE III SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted under the Idaho Business Corporation Act to be taken at a shareholders’ meeting may be taken without a meeting, and without prior notice, if a consent in writing setting forth the action so taken is signed by the holders of the outstanding shares of Common Stock having not less than the minimum number of votes that would be required to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

ARTICLE IV LIMITATION OF LIABILITY

To the full extent permitted by Idaho law as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article IV shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE V INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by Idaho law as presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article V. No amendment to or repeal of this Article V shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

For Office Use Only

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**ARTICLE VI
REGISTERED AGENT**

The address of the registered office of the Corporation in the State of Idaho is 800 W. Main Street, Suite 1150, Boise, Idaho 83702. The name of its registered agent at such address is Glenn Michael.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is Kris Ormseth, c/o Stoel Rives LLP, 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83702.

Dated: October 21, 2021

By: Kris Ormseth
Kris Ormseth, Incorporator