

ARTICLES OF INCORPORATION

OF

SAGARMATHA, INC.

FILED EFFECTIVE

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this Corporation is SAGARMATHA, INC.

ARTICLE 2. SHARES

The total authorized number of shares of this Corporation is 50,000 shares, which shall consist of a single class of stock.

ARTICLE 3. REGISTERED OFFICE AND AGENT

The initial registered agent and registered office of this Corporation are as follows:

Registered Agent

Registered Office (physical address)

Gail Allison-Sanderson

520 Clubhouse Drive, Ketchum, ID 83340

ARTICLE 4. INCORPORATOR

The name and address of the incorporator is: Gail Allison-Sanderson, P.O. Box 1124, 520 Clubhouse Drive, Ketchum ID 83340.

ARTICLE 5. DIRECTORS

The number of directors of this Corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two (2) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders and until their successors are elected and qualified unless they resign or are removed are:

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Ryan K. Allison  
964 Clark Way  
Palo Alto, CA 94304

Gail A. Allison-Sanderson  
520 Clubhouse Drive  
Ketchum, ID 83340

## ARTICLE 6. LIMITATION OF LIABILITY

A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for conduct as a director, except for:

- a. Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- b. Conduct violating Section 30-1-833 Idaho Code; or
- c. Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

## ARTICLE 7. INDEMNIFICATION

This corporation shall indemnify and advance expenses to its Directors, Officers, Agents, and Employees, as follows:

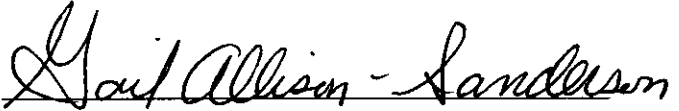
- a. Directors and Officers. This Corporation shall indemnify its directors and officers to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity shall not apply in account of: (1) acts or omissions of the director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director finally adjudged to be in violation of Section 30-1-833 Idaho Code; or (3) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which the director or officer was not legally entitled.

This Corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

- b. Employees and Agents Who Are Not Directors or Officers. This Corporation shall indemnify and advance expenses to its employees and agents who are not directors or officers to the extent authorized by the Board of Directors or the Bylaws, and consistent with the law.
- c. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.
- d. Survival of Indemnification Rights. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

The undersigned incorporator hereby declares that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct and complete.

Dated this 18<sup>th</sup> day of June, 2013.

  
Gail Allison-Sanderson  
Incorporator