

**ARTICLES OF INCORPORATION
OF
WESTERN CAPITAL CORPORATION

FIRST AMENDED AND RESTATED**

For Office Use Only

-FILED-

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In accordance with the Idaho Business Corporation Act, § 30-29-101, *et seq.*, Idaho Code, as amended from time to time (the “**Corporation Act**”), Western Capital Corporation hereby adopts the following First Amended and Restated Articles of Incorporation (the “**Articles of Incorporation**”) as of September 18, 2019, approved and adopted by the Board of Directors on September 18, 2019, to be effective on filing these Articles of Incorporation with the Idaho Secretary of State:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is Western Capital Corporation (the “**Corporation**”).

ARTICLE II

REGISTERED OFFICE AND AGENT

Section 2.1 Registered Agent and Office. The address of the registered office of the Corporation is 921 S Orchard St Ste G, Boise, Idaho 83705. The name of the Corporation’s registered agent at such address is Registered Agent Solutions, Inc.

ARTICLE III

INCORPORATOR

Section 3.1 Incorporator. The name and address of the Incorporator are Michael O. Roe, 101 South Capitol Boulevard, 10th Floor, Boise, Idaho 83702.

ARTICLE IV

PURPOSE

Section 4.1 Purpose. The purpose of the Corporation is to transact all business not forbidden by law for which corporations may be formed under the Corporation Act.

ARTICLE V

AUTHORIZED SHARES

Section 5.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue, the classes of stock so authorized and the preferences, limitations and relative rights in respect to such shares of each class are as follows:

(a) Forty million (40,000,000) shares of common stock, par value \$1.00 per share. Each outstanding share shall be entitled to vote one vote on each matter submitted to a vote at a meeting of the shareholders.

(b) Ten million (10,000,000) shares of preferred stock, par value \$1.00 per share, each such share representing a right to participate in dividends as may be declared by the Board of Directors from time to time. The shares of any preferred class of stock may be divided into and issued in series. The Board of Directors shall have the authority to divide any or all of such classes into series and, within the limitations of § 30-29-602 of the Corporation Act, fix and determine the relative rights and preferences of the shares of any series so established. In order to establish a series, the Board of Directors shall adopt a resolution setting forth the designation of the series and fixing and determining the relative rights and preferences thereof, or as much thereof as shall not be fixed and determined by these Articles of Incorporation, which rights may include the right to elect one or more Directors. Prior to the issuance of any preferred shares of a series established by a resolution adopted by the Board of Directors, the Corporation shall file in the office of the Idaho Secretary of State articles of amendment setting forth the terms determined by the Board of Directors, consistent with the Corporation Act.

ARTICLE VI

SHAREHOLDER ACTIONS

Section 6.1 Any action required or permitted by the Corporation Act to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent must bear the date of signature of the shareholder who signs the consent and be delivered to the Corporation for filing by the Corporation with the minutes or corporate records. Any written shareholder consent shall comply with any requirements specified in the Corporation's bylaws.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 Number of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the

direction of, its Board of Directors, which shall consist of not less than one (1) nor more than nine (9) persons, with the specific number to be fixed as specified in the Bylaws.

Section 7.2 Terms. The term of each Director shall end as of the date of the next annual meeting of the shareholders or the date his successor is elected and qualified to serve.

Section 7.3 Newly Created Directorships and Vacancies. Directors serving in newly created Directorships resulting from any increase in the authorized number of Directors shall serve until the next annual meeting of stockholders. Vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause (a) may be filled by a majority vote of the Directors then in office although less than a quorum of Directors, and Directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders, or (b) the size of the Board of Directors reduced. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

Section 7.4 Removal. Any Director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the votes of all the shares of the Corporation entitled to vote in the election of Directors, voting together as a single class either at a meeting called for such purpose and for which the meeting notice states the purpose, or purposes, of the meeting is removal of a Director, or by written shareholder consent.

ARTICLE VIII

BYLAWS

Section 8.1 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the Corporation Act, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation by a majority vote of the Board of Directors. Notwithstanding any other provision of these Articles of Incorporation or Bylaws of the Corporation, the Bylaws may be adopted, repealed, altered, amended or rescinded by the shareholders of the Corporation by the vote of the holders of a majority of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors (considered for this purpose as one class) cast either at a meeting of the shareholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting) or, as set forth above, by written shareholder consent or by the Board of Directors.

ARTICLE IX

DIRECTOR LIABILITY

Section 9.1 Elimination of Liability. No Director acting in the capacity of a Director or performing duties as Director shall be personally liable to the Corporation or any stockholder for monetary damages for any action taken or failed to be taken as a Director, provided that this Article IX shall not eliminate or limit liability of a Director for (i) the amount as a financial benefit to which such Director was not entitled; (ii) an intentional infliction of harm on the

Corporation or its shareholders; (iii) a violation of § 30-29-832 of the Corporation Act in effect as of the date these Articles of Incorporation are filed or as they may be subsequently amended; or (iv) an intentional violation of criminal law. Neither the amendment nor repeal of this Article IX, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim, that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 9.2 Business Opportunities. No Director or officer, or any person owned by, controlled by, under common control of, any Director or officer, or any family member of such Director or officer, (collectively, the “Affiliates”), shall have any duty to offer the Corporation the right to have or participate in any, or one (1) or more classes or categories of, business opportunities, before the pursuit or taking of the opportunity by the Director, officer or the Affiliates if qualified Directors of the Board of Directors approve the Director’s, officer’s or Affiliates’ actions pursuant to the same procedures set forth in § 30-29-862 of the Corporation Act.

ARTICLE X

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 10.1 Indemnification. To the fullest extent permitted by the Corporation Act, the Bank Act and the Corporation’s Bylaws, the Corporation shall indemnify any Director or officer of the Corporation made a party to a proceeding, because the person is a Director or officer of the Corporation, against liability incurred in that proceeding; provided, however, no indemnification pursuant to this Section 10.1 shall indemnify any Director from or on account of:

- (a) receipt of a financial benefit to which he or she is not entitled;
- (b) an intentional infliction of harm on the Corporation or its shareholders;
- (c) a violation of § 30-29-832, Idaho Code, in effect as of the date these Articles are filed or as may be subsequently amended; or
- (d) an intentional violation of criminal law.

Section 10.2 Advancement of Expenses. The Corporation shall be required to advance the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Corporation Act in effect as of the date these Articles of Incorporation are filed or as may be subsequently amended.

Section 10.3 Purpose and Exclusivity. The indemnification referred to in the various subsections of this Article X shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, specifically but without limitation §§ 30-29-850 through 30-29-859 of the Corporation Act, in effect as of the date these Articles of Incorporation are filed (or as may be subsequently amended), rule of law or equity,

agreement, vote of the shareholders or Board of Directors or otherwise. The Corporation is authorized to enter into agreements of indemnification.

Section 10.4 Indemnification Limitations. The Corporation shall not indemnify its Directors and officers in any amount or by any means or manner which contravenes or exceeds the Director and officer indemnification limitations set forth in § 30-29-202 of the Corporation Act, or any other federal or state laws, rules or regulations pertaining to the indemnification of officers and Directors by a corporation.

Section 10.5 Severability. If any of the provisions of this Article X are found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

Section 10.6 Subsequent Statutory Amendments. If the Corporation Act is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation shall be further eliminated or limited to the fullest extent permitted by Idaho law as so amended without the requirement of any shareholder action.

ARTICLE XI

FORUM SELECTION

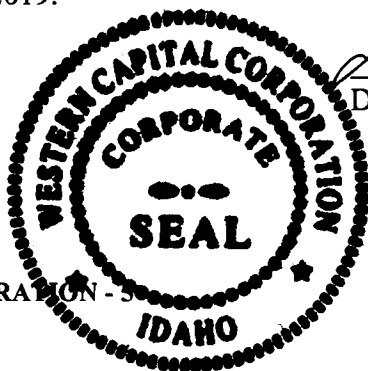
Section 11.1 Any or all internal corporate claims shall be brought exclusively in a court of applicable jurisdiction of the State of Idaho. For purposes of this Section 11.1, the phrase "internal corporate claims" shall have the same meaning as in § 30-29-208(d) of the Corporation Act.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

Section 12.1 Amendment by Affirmative Vote. The Corporation reserves the right to repeal, alter, amend or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Sections 8.1, Article IX, Article X and this Section 12.1 may not be repealed, altered, amended or rescinded in any respect unless the same is approved by the affirmative vote of the holders of not less than two-thirds (2/3) of the outstanding shares of capital stock of the Corporation entitled to vote.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 18th day of September, 2019.



David Robinson
David Robinson, Secretary