

# ARTICLES OF INCORPORATION



Corporation Division  
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**E-FILED**  
Jun 18, 2022  
**OREGON SECRETARY OF STATE**

## REGISTRY NUMBER

198227093

## TYPE

DOMESTIC BUSINESS CORPORATION

## 1. ENTITY NAME

IDT HOLDING, INC.

## 2. MAILING ADDRESS

9600 SW BARNES RD STE 200  
PORTLAND OR 97225 USA

## 3. PRINCIPAL PLACE OF BUSINESS

9600 SW BARNES RD STE 200  
PORTLAND OR 97225 USA

## 4. NAME & ADDRESS OF REGISTERED AGENT

VICKI SHAYLOR

9600 SW BARNES RD STE 200  
PORTLAND OR 97225 USA

## 5. INCORPORATORS

MANDY RYNDERS

C/O STOEL RIVES LLP  
760 SW 9TH AVE STE 3000  
PORTLAND OR 97205 USA

## 6. INDIVIDUALS WITH DIRECT KNOWLEDGE

HEATH CURTISS

9600 SW BARNES RD STE 200  
PORTLAND OR 97225 USA

## 7. INITIAL PRESIDENT

STEVEN J ZIKA

9600 SW BARNES RD STE 200  
PORTLAND OR 97225 USA



## 8. INITIAL SECRETARY

VICKI SHAYLOR

9600 SW BARNES RD STE 200

PORTLAND OR 97225 USA

## 9. NUMBER OF SHARES

100

## 6. OPTIONAL PROVISIONS

A. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Business Corporation Act. No amendment to the Oregon Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

B. The Corporation shall indemnify to the fullest extent not prohibited by law any current or former director or officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the persons good faith belief that the person is entitled to indemnification under this Article and (ii) the persons agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporations obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.

C. Action required or permitted by the Oregon Business Corporation Act or these Articles to be taken at a shareholders meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.



I declare, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation on behalf of which the person signs. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

**ELECTRONIC SIGNATURE**

**NAME**

MANDY RYNDERS

**TITLE**

INCORPORATOR

**DATE**

06-15-2022