

**SECRETARY OF STATE**  
**Linda McCulloch -- State of Montana**



Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801

ALPS CORPORATION  
PO BOX 9169  
MISSOULA MT 59807-9169

**EXPEDITE**

**CERTIFICATE OF FILING**

I, LINDA McCULLOCH, Secretary of State of the State of Montana, do hereby certify that

**ALPS CORPORATION**

filed its RESTATED ARTICLES OF INCORPORATION in this office and has fulfilled the applicable requirements set forth in law. By virtue of the authority vested in the office, I hereby issue this certificate evidencing filing effective on the date shown below. I wish you the best of luck with all your future endeavors as part of the Montana business community.

**Certified File Number:** D070611 - 1806353

**Dated:** May 27, 2016

**Effective Date:** May 27, 2016

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch  
Secretary of State



\* 1 8 0 6 1 1 \*



\* 1 8 0 6 3 5 3 \*

FILED

## CERTIFICATION OF RESTATED ARTICLES OF INCORPORATION

OF

ALPS CORPORATION

MAY 27 2016

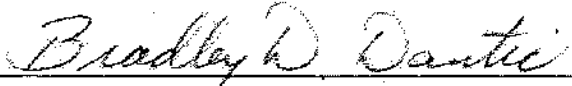
DC 70111  
SECRETARY OF STATE

**COPY**

I, BRADLEY D. DANTIC, the duly appointed and acting Secretary of ALPS Corporation (the "Corporation"), a corporation organized under the laws of the State of Montana, hereby file these Restated Articles of Incorporation) on behalf of ALPS Corporation under the Montana Business Corporation Act ("MBCA") and, pursuant to § 35-1-231, Mont. Code Ann., hereby certify as follows:

1. The name of the Corporation is ALPS Corporation;
2. These Restated Articles of Incorporation attached hereto and incorporated herein by this reference amend, restate and supersede the Corporation's Amended and Restated Articles of Incorporation, as originally filed with the Montana Secretary of State on July 10, 2002 under document number D070611-430923, and subsequently amended by Articles of Amendment filed with the Montana Secretary of State on February 26, 2007 under filing number D070611-751752 (said Restated Articles of Incorporation and Articles of Amendment collectively referred to herein as the "Articles of Incorporation");
3. These Restated Articles of Incorporation contain amendments to the Corporation's existing Articles of Incorporation that require shareholders' approval;
4. These Restated Articles of Incorporation were duly adopted and approved by the Corporation's Class A common shareholders at the annual meeting of shareholders held on May 26, 2016, at which a quorum was present;
5. At the annual meeting of shareholders held on May 26, 2016:
  - (a) There were 1,280,331 shares of Class A common stock issued and outstanding and 1,280,331 votes entitled to be cast by the holders of Class A common stock.
  - (b) There were 711,353 shares and votes of Class A common stock which were indisputably represented at the meeting;
  - (c) The total number of votes cast for and in favor of these Restated Articles of Incorporation was 674,542; and
  - (d) The total number of votes cast against these Restated Articles of Incorporation was 21,191;
6. These Restated Articles of Incorporation shall be effective as of June 1, 2016, at 8:00 a.m., Mountain Daylight Time; and
7. The complete text of the Restated Articles of Incorporation that have been duly adopted and approved by the Corporation's shareholders is attached hereto.

I HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true.

  
BRADLEY D. DANTIC, Vice-President and Secretary  
Phone: 406-728-5976  
Email: bdantic@alpsnet.com

5/26/16  
Date

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**ALPS CORPORATION**

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation (hereinafter referred to as the "Corporation") is:

ALPS Corporation

**ARTICLE II**

**PURPOSES**

The Corporation is organized for the following purposes:

- A. To engage in the business and activities of serving as a parent holding company; and
- B. To engage in any other lawful business or activity.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**REGISTERED AGENT AND OFFICE**

The name of the registered agent of the Corporation is Bradley D. Dantic, Esq. The street address and mailing address of the initial registered office of the Corporation is:

Street Address: 111 N. Higgins, Ste. 200  
Missoula, MT 59802

Mailing Address: P.O. Box 9169  
Missoula, MT 59807-9169

**ARTICLE V**

**CAPITAL STOCK**

A. *Classes and Class of Capital Stock.* The Corporation is authorized to issue the following four (4) classes of capital stock which are designated and classified as follows (such classes collectively referred to herein as the "Capital Stock" of the Corporation):

- (1) Class A Common Stock;
- (2) Class B Non-voting Stock;
- (3) Class C Common Stock; and
- (4) Class C Cumulative Convertible Preferred Stock (referred to herein as "Class C Preferred Stock").

B. Number of Authorized Shares of Class A Common Stock. The Corporation is authorized to issue an aggregate number of nine million (9,000,000) shares of Class A Common Stock having a par value of \$1.00 per share. The shares of Class A Common Stock shall be issuable in either whole shares or fractional shares as may hereafter be determined by the Board of Directors in its discretion; provided, however, that no shareholder may own a fractional share of Class A Common Stock if said shareholder does not own at least one (1) whole share of Class A Common Stock.

C. Number of Authorized Shares of Class B Non-Voting Stock. The Corporation is authorized to issue an aggregate number of one million (1,000,000) shares of Class B Non-voting Stock having a par value of \$1.00 per share. The shares of Class B Non-Voting Stock shall be issuable in whole shares.

D. Number of Authorized Shares of Class C Common Stock. The Corporation is authorized to issue an aggregate number of one million (1,000,000) shares of Class C Common Stock having a par value of \$1.00 per share. The shares of Class C Common Stock shall be issuable in either whole shares or fractional shares as may hereafter be determined by the Board of Directors in its discretion; provided, however, that no shareholder may own a fractional share of Class C Common Stock if said shareholder does not own at least one (1) whole share of Class C Common Stock.

E. Number of Authorized Shares of Class C Preferred Stock. The Corporation is authorized to issue an aggregate number of five million (5,000,000) shares of Class C Preferred Stock having a par value of \$1.00 per share. The shares of Class C Preferred Stock shall be issuable in either whole shares or fractional shares as may hereafter be determined by the Board of Directors in its discretion; provided, however, that no shareholder may own a fractional share of Class C Preferred Stock if said shareholder does not own at least one (1) whole share of Class C Preferred Stock.

F. Non-Assessable. The shares of any Capital Stock of the Corporation shall only be issued as fully paid and non-assessable shares. No shares of any Capital Stock may be issued by the Corporation until the Corporation receives the consideration for which the Board of Directors authorizes the issuance of such Capital Stock.

G. Preferences, Limitations and Other Relative Rights of Common Stock. The following is a description of the preferences, limitations and other relative rights associated with the Corporation's Class A Common Stock and Class C Common Stock (collectively referred to herein as the "Common Stock"):

(1) Voting Rights

a. Class A Common Stock Voting Rights. The holders of Class A Common Stock shall be entitled to vote upon and elect all Class A directors to serve on the Corporation's board of directors. Except as otherwise provided herein, the holders of Class A Common Stock shall have voting rights, in *pari passu* with the holders of Class C Common Stock and Class C Preferred Stock on an as converted basis applying the Conversion Formula set forth in Article V.F.(4) below, on all other matters requiring a vote of the shareholders. The holders of Class A Common Stock are entitled to cast one (1) vote for each share of Class A Common Stock held. Except as otherwise provided herein or under any applicable provision of the MBCA, the holders of Class A Common Stock, Class C Common Stock and Class C Preferred Stock on an as converted basis, shall together have voting rights for all purposes with respect to any and all matters requiring a vote of the Corporation's shareholders. Neither the holders of Class A Common Stock nor the holders of the Class C Preferred Stock shall be entitled to vote upon or elect the Class C director.

b. Class B Non-Voting Stock Voting Rights. The holders of Class B Non-Voting Stock shall not be entitled to vote on any matters requiring a vote of the shareholders.

c. Class C Common Stock Voting Rights. The holders of Class C Common Stock shall be entitled to vote upon and elect one (1) Class C director to serve on the Corporation's board of directors. Except as otherwise provided herein, the holders of Class C Common Stock shall have voting rights, in *pari passu* with the holders of Class A Common Stock and Class C Preferred Stock on an as converted basis, on all other matters requiring a vote of the shareholders. The holders of Class C Common Stock are entitled to cast one (1) vote for each share of Class C Common Stock held. Except as otherwise provided herein or under any applicable provision of the MBCA, the holders of Class C Common Stock, Class A Common Stock and Class C Preferred Stock on an as converted basis, shall together have voting rights for all purposes with respect to any and all matters requiring a vote of the Corporation's shareholders. Neither the holders of Class C Common Stock nor the holders of the Class C Preferred Stock shall be entitled to vote upon or elect any Class A directors.

(2) Dividends. Subject to the provisions of the MBCA, these Articles and any preferences associated with the Class C Preferred Stock with respect to the right to receive dividends, the holders of Common Stock may receive dividends, including dividends payable in shares of the Corporation's Common Stock, at such time and in such amounts as the Board of Directors may hereafter declare in its sole discretion. Unless otherwise required under the MBCA, the Board of Directors has no obligation to declare a dividend with respect to Common Stock. Notwithstanding any provision of these Articles to the contrary, however, so long as any dividends for Class C Preferred Stock are in arrears, no cash or stock dividend whatsoever shall be declared or paid upon any Common Stock; provided, however that the Corporation shall be entitled to pay money for the purchase or redemption of any shares of Common Stock. The holders of Class B Non-Voting Stock will not be entitled to dividends.

(3) Liquidation. In the event of a Liquidation Event (as defined in Article V. F(3) below) of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled to share equally per share in the remaining assets of the Corporation, but only after and

subject to the payment or provision for payment of: (i) debts and other liabilities of the Corporation; and (ii) the amount to which the holders of Class C Preferred Stock shall be entitled to receive as a result of any Liquidation Preference (as defined in F(3) below) in favor of the holders of Class C Preferred Stock. Following full payment of any Liquidation Preference to which the holders of Class C Preferred Stock shall be entitled to receive as a result of a Liquidation, the holders of Class C Preferred Stock will not be entitled to receive any further or additional dividend or other distribution from the Corporation and, to the extent of any remaining assets, the holders of Common Stock will have the right to share equally per share all remaining assets and other property distributable with respect to such Liquidation. The holders of Class B Non-Voting Stock will not be entitled to any distribution and will not be entitled to participate in the net assets of the Corporation upon dissolution.

(4) Other Rights. There are no conversion rights, redemption rights or sinking fund provisions with respect to shares of Class A Common Stock.

F. Preferences, Limitations and Other Relative Rights of Class C Preferred Stock. The following is a description of the preferences, limitations and other relative rights, terms and conditions associated with the Corporation's Class C Preferred Stock:

(1) Voting Rights. The holders of Class C Preferred Stock shall be entitled to vote on an as converted basis on all matters on which the holders of the Common Stock are entitled to vote. The holders of Class C Preferred shall be entitled to cast that number of votes determined by applying the Conversion Formula set forth in Article V.F.(4) below and utilizing the GAAP Adjusted Book Value of the Corporation as set forth in the Corporation's consolidated financial statements for the most recent calendar quarter ended immediately prior to the date of such vote; provided, however, that the holders of the Class C Preferred Stock shall not be entitled to vote upon nor elect any directors.

(2) Dividend Preference. The holders of Class C Preferred Stock will be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for such purpose, a cumulative dividend payable in cash at a rate equal to 5% per annum of the stated par value (the "Convertible Preferred Dividend Yield"). Dividends, when, if and as declared by the Board, shall be payable semi-annually and will be calculated on the basis of the actual number of days elapsed in a 365-day year (or 366-day year in a leap year). No dividends shall be declared or paid on any other classes of the Corporation's Capital Stock or equivalent securities unless all accrued but unpaid dividends on the Class C Preferred Stock have been paid in full. The Class C Preferred Stock will participate ratably, on an as-converted basis by applying the Conversion Formula and utilizing the GAAP Adjusted Book Value of the Corporation as set forth in the Corporation's consolidated financial statements for the most recent calendar quarter ended immediately prior to the dividend declaration date, in all cumulative distributions on the Common Stock and any other equity securities of the Corporation on distributions in excess of the Convertible Preferred Dividend Yield, excluding tax distributions.

Notwithstanding any provision contained herein, cash dividends on the Class C Preferred Stock will accrue whether or not the Corporation has earnings and whether or not the payment of such dividends is authorized by the Board of Directors. In the event the Board of Directors does not declare and pay any semi-annual installment of the cumulative cash dividend otherwise payable to the holders of Class C Preferred Stock in accordance with these Articles, then such cash dividend shall accumulate and shall be paid prior to the payment of dividends on any other classes of the Corporation's Capital Stock. No interest, or sum of money in lieu of interest, shall

be payable in respect of any unpaid dividend or dividends on Class C Preferred Stock which may be in arrears.

Notwithstanding any provision contained herein to the contrary, the Corporation shall be entitled to pay money for the purchase or redemption of any issued and outstanding shares of Common Stock.

(3) Liquidation Preference. In the event of a dissolution, liquidation and winding up of the business and affairs of the Corporation, or a change of control, merger, consolidation, or sale of all or substantially all of the assets of the Corporation (each a "Liquidation Event") prior to June 1, 2017, which results in a distribution of assets by the Corporation to holders of Capital Stock, whether voluntary or involuntary, the holders of Class C Preferred Stock shall be entitled to receive, and be paid out of the assets of the Corporation available for distribution to its holders of Capital Stock, a liquidation preference and the Corporation shall pay the holders of Class C Preferred Stock a liquidation preference (the "Liquidation Preference") to be calculated as the greater of (i) five million dollars (\$5,000,000) plus all accrued but unpaid dividends on the Class C Preferred Stock through and including the date of such Liquidation Event or (ii) the fair market value of the Class C Preferred Stock which will be calculated by multiplying the price per share received by holders of Class A Common Stock in such Liquidation Event by the number of shares of Class C Common Stock into which the Class C Preferred Stock would have converted using the Conversion Formula set forth under Article V.F.(4) below. In no event will the holders of Common Stock receive any distribution upon a Liquidation Event unless and until the holders of Class C Preferred Stock have received the full amount of the Liquidation Preference. Following full payment of the Liquidation Preference, the holders of Class C Preferred Stock will not be entitled to receive any further or additional dividend or other distribution from the Corporation and all preferences and other relative rights, terms and conditions associated with the Class C Preferred Stock shall immediately terminate. To the extent any assets or other property remain after full payment of the Liquidation Preference to the holders of Class C Preferred Stock, the holders of Common Stock will have the right to share equally per share all remaining assets and other property distributable with respect to such Liquidation.

(4) Automatic Conversion. The Class C Preferred Stock will automatically convert to Class C Common Stock upon the earlier date to occur of: (i) the date of a Liquidation Event that does not result in a distribution of assets by the Corporation to holders of Capital Stock; and (ii) June 1, 2017 (such earlier date is referred to hereinafter as the "Conversion Date"). On the Conversion Date, assuming that no Liquidation Event has occurred prior to June 1, 2017, the Class C Preferred Stock will convert into that number of shares of Class C Common Stock that results by applying the following "Conversion Formula":

Conversion Formula

The Class C Preferred Stock will convert into that number of shares of Class C Common Stock that results by dividing \$5,000,000 by the resulting product (rounded to the nearest 1/10,000<sup>th</sup> decimal) of (A) 1.1 times (B) the dollar amount derived from dividing the GAAP Adjusted Book Value of the Corporation as set forth in the audited consolidated financial statements for the year ended December 31, 2016, by the number of fully diluted shares of Class A Common Stock (including any Class A Common Stock which are issuable upon exercise or conversion of options, warrants or other securities or rights within 60 days of the date on which such calculation is being made) outstanding as of such date, adjusted to reflect any stock splits,

recapitalizations or similar corporate transactions occurring between such year end and the Conversion Date;

On the Conversion Date, assuming that a Liquidation Event occurs prior to May [ ], 2017, the foregoing Conversion Formula shall be applied effective immediately prior to the occurrence of such Liquidation Event using the GAAP Adjusted Book Value of the Corporation as set forth in the financial statements, either audited or reviewed by the Corporation's auditors, for the most recent calendar quarter ended immediately prior to the date of such Liquidation Event, in lieu of audited consolidated financial statements for the year ended December 31, 2016.

For purposes of this Article V.F.(4), the term "GAAP Adjusted Book Value" of the Corporation is defined as an amount equal to the total assets of the Corporation, minus the total liabilities of the Corporation, minus the outstanding balance of surplus contribution certificates, minus the aggregate par value of the Class B shares of the Company determined on a consolidated basis in accordance with the United States Generally Accepted Accounting Principles ("GAAP"), consistently applied by the Corporation in the preparation of its financial statements.

(5) *Ranking.* With respect to the right to receive a distribution of assets upon Liquidation of the Corporation, the holders of Class C Preferred Stock will rank as follows: (i) senior to and have priority over the holders of Class A Common Stock and Class C Common Stock; (ii) on a parity with all other holders of Class C Preferred Stock; and (iii) junior to and subordinate to the holders of all debt instruments or securities issued by the Corporation. With respect to the right to receive a dividend in respect of any Capital Stock, the holders of Class C Preferred Stock will rank as follows: (i) senior to and have priority over the holders of Class A Common Stock and Class C Common Stock; and (ii) on a parity with all other holders of Class C Preferred Stock.

## **ARTICLE VI** **ISSUANCE OF SHARES**

The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of the Corporation's Capital Stock of any class, whether now or hereafter authorized, or securities exercisable or exchangeable for or convertible into shares of the Corporation's Capital Stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors, in its sole and absolute discretion without any action by the stockholders.

## **ARTICLE VII** **ANTI-DILUTION**

At any time after the effective date of these Restate Articles of Incorporation, if the Corporation shall issue or propose to issue any additional Capital Stock or other shares of the Corporation, or warrants, options (excluding any options granted to employees of the Corporation in accordance with any benefit plans or other employee plans, now or hereinafter in effect) or other rights or instruments of any kind convertible into or exercisable or exchangeable for shares of the Corporation (collectively, "Additional Securities"), each holder of Capital Stock shall have the right to subscribe for and to purchase at the same price per share such number of Additional Securities necessary to maintain the same Fully-



Diluted Ownership Percentage following the issuance of Additional Securities as the Fully-Diluted Ownership Percentage held by such holder of Capital Stock on the date that a subscription notice is delivered to holders of Capital Stock in connection with such issuance. If a holder of Capital Stock elects to purchase any such Additional Securities, such Additional Securities shall be issued and sold to such holder of Capital Stock by the Corporation at the same time and on the same terms and conditions as the Additional Securities are issued and sold to all other parties. If, for any reason, the issuance of Additional Securities to such other parties is not consummated, the holders of Capital Stock's right to its share of such issuance shall lapse, subject to such holder's ongoing subscription right with respect to issuances of Additional Securities at later dates or times. For the purposes of this Article VII, the term "Fully-Diluted Ownership Percentage" is defined, with respect to any person, as the percentage ownership in the Corporation held by such person, calculated by dividing (i) the aggregate number of shares of Common Stock (including any shares of Common Stock issuable upon a conversion of the Class C Preferred Stock (as if the issuance date of the Additional Securities were the conversion date) and any such shares of Common Stock issuable upon the exercise or conversion of options, warrants or other securities or rights) beneficially owned (as such term is determined in accordance with the Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by such person, by (ii) the aggregate number of all issued and outstanding shares of Common Stock of the Corporation (including any shares of Common Stock which are issuable upon such conversion of the Class C Preferred Stock or such exercise or conversion of options, warrants or other securities or rights within 60 days of the date on which such calculation is being made).

#### **ARTICLE VIII** **DIRECTORS**

The Corporation's Board of Directors shall consist of no fewer than five (5) directors and no more than eleven (11) directors. If, and only for so long as, the Corporation has issued and outstanding shares of Class C Common Stock, the Board of Directors shall be comprised of two classes of directors consisting of one (1) Class C director with all other directors being designated as Class A directors. Only the holders of Class A Common Stock shall be entitled to vote upon and elect Class A directors. Only the holders of Class C Common Stock shall be entitled to vote upon and elect the Class C director. The Class C director shall have all of the same rights, privileges, duties and obligations of, and shall be entitled to vote in *pari passu* with, the Class A directors.

#### **ARTICLE IX** **ELIMINATION OF CUMULATIVE VOTING**

The right of all holders of any Capital Stock to cumulate their votes at each election for directors is hereby denied and eliminated as allowed under Mont. Code Ann. § 35-1-531(3). At each election for directors, each holder of any Capital Stock entitled to vote at the election shall have as many votes as the number of shares of Capital Stock owned by the shareholder. Each shareholder shall be entitled to one vote for each outstanding share held by the shareholder.

**ARTICLE X**  
**ELIMINATION OF DIRECTOR LIABILITY**

Pursuant to Mont. Code Ann. § 35-1-216(2)(d), the directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any actions taken or any failure to take any action as a director of the Corporation, except that a director shall continue to be liable under Mont. Code Ann. § 35-1-216(2)(d) as follows: (i) for the amount of a financial benefit received by a director to which the director is not entitled; (ii) for an intentional infliction of harm on the Corporation or any of its shareholders; (iii) an intentional violation of criminal law; or (iv) for an unlawful distribution under Mont. Code Ann. § 35-1-713.

**ARTICLE XI**  
**DIRECTOR INDEMNIFICATION**

To the fullest extent authorized under Mont. Code Ann. §§ 35-1-451 through 35-1-459, the Corporation shall indemnify each director and shall reimburse each director in advance of final disposition of a proceeding for all liability, costs and expenses reasonably incurred or imposed upon the director in connection with any proceeding in which the director is made a party by reason of having served as a director of the Corporation.

**ARTICLE XII**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, including any amendments changing the terms or contract rights, as expressly set forth in the Charter, of any of its outstanding stock by classification, reclassification or otherwise, by a majority of the directors' adopting a resolution setting forth the proposed change, declaring its advisability, and either calling a special meeting of the stockholders entitled to vote on the proposed change, or directing the proposed change to be considered at the next annual stockholders meeting. Unless otherwise provided herein, the proposed change will be effective only if it is adopted upon the affirmative vote of the holders of not less than a majority of the aggregate votes entitled to be cast thereon (considered for this purpose as a single class); provided, however, that any amendment to, repeal of or adoption of any provision inconsistent with Article VI or this Article XII will be effective only if it is also advised by at least two-thirds of the Board of Directors and adopted upon the affirmative vote of the holders of not less than two-thirds of the aggregate votes entitled to be cast thereon (considered for this purpose as a single class); provided, however, that so long as any shares of Class C Preferred Stock remain issued and outstanding, the Corporation shall not, without the prior written consent of the holders of Class C Preferred Stock, create any new class or series of equity securities having rights, preferences or privileges senior to or *pari passu* with the Class C Preferred Stock, or amend any provision of the Corporation Restated Articles of Incorporation, Bylaws or similar governing documents in a manner that adversely alters or changes the powers, preferences, privileges or other special rights of the holder(s) of Class C Preferred Stock.

IN WITNESS WHEREOF, these Restated Articles of Incorporation are executed in duplicate and filed to be effective as of June 1, 2016.

  
Bradley D. Dantic, Vice-President and Secretary

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Bradley D. Dantic, hereby accepts the appointment as registered agent of the Corporation which is provided for herein, as required by Montana Code Annotated §35-1-313.

  
Bradley D. Dantic, Registered Agent

**SECRETARY OF STATE**  
**Linda McCulloch -- State of Montana**



Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801

ALPS  
PO BOX 9169  
MISSOULA MT 59807

**CERTIFICATE OF FILING**

I, LINDA McCULLOCH, Secretary of State of the State of Montana, do hereby certify that

**ALPS CORPORATION**

filed its ARTICLES OF CORRECTION in this office and has fulfilled the applicable requirements set forth in law. By virtue of the authority vested in the office, I hereby issue this certificate evidencing filing effective on the date shown below. I wish you the best of luck with all your future endeavors as part of the Montana business community.

**Certified File Number:** D070611 - 1807743

**Dated:** June 13, 2016

**Effective Date:** June 06, 2016

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch  
Secretary of State



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\* 1 8 0 7 7 4 3 \*

1867743  
STATE OF MONTANA  
**FILED**  
JUN 6 2016  
SECRETARY OF STATE

ARTICLES OF CORRECTION  
OF  
ALPS CORPORATION

I, BRADLEY D. DANTIC, the duly appointed and acting Vice-President and Secretary of ALPS Corporation (the "Corporation"), a corporation organized under the laws of the State of Montana and located in Missoula, Montana, hereby file these Articles of Correction pursuant to § 35-1-221, Mont. Code Ann., and hereby certify as follows:

1. On May 27, 2016, ALPS Corporation filed its Restated Articles of Incorporation ("Restated Articles") with the Offices of the Secretary of State, State of Montana, under Certified File Number D070611-1806353, which were effective as of June 1, 2016. A true and correct copy of the Restated Articles is attached hereto as Exhibit A.

2. The Restated Articles contain an error on Page 6 of 9 in the first full paragraph where an incorrect and incomplete date exists. Specifically, in the first two lines of the first full paragraph on Page 6 of 9, it is stated:

"On the Conversion Date, assuming that a Liquidation Event occurs prior to May [ ], 2017, the foregoing Conversion Formula shall be applied effective immediately prior"

The reason the foregoing provision is incorrect is because the date set forth therein is incomplete and inaccurate.

3. The first two lines of the first full paragraph on Page 6 of 9 of the Restated Articles are hereby corrected to read in the entirety as follows:

"On the Conversion Date, assuming that a Liquidation Event occurs prior to June 1, 2017, the foregoing Conversion Formula shall be applied effective immediately prior"

5. Pursuant to the provisions of § 35-1-221 (3), Mont. Code Ann., these Articles of Correction are effective as of the effective date of the Restated Articles, June 1, 2016, except as to persons relying on the uncorrected document and adversely affected by the correction.

IN WITNESS WHEREOF, these Articles of Correction are executed in duplicate and filed to be effective as of June 1, 2016.

By: Bradley D. Dantic  
Bradley D. Dantic, Vice-President and Secretary

# Exhibit A

**SECRETARY OF STATE**  
**Linda McCulloch -- State of Montana**



Montana State Capitol  
PO Box 202801  
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Linda McCulloch  
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1. The name of the Corporation is ALPS Corporation;
2. These Restated Articles of Incorporation attached hereto and incorporated herein by this reference amend, restate and supersede the Corporation's Amended and Restated Articles of Incorporation, as originally filed with the Montana Secretary of State on July 10, 2002 under document number D070611-430923, and subsequently amended by Articles of Amendment filed with the Montana Secretary of State on February 26, 2007 under filing number D070611-751752 (said Restated Articles of Incorporation and Articles of Amendment collectively referred to herein as the "Articles of Incorporation");
3. These Restated Articles of Incorporation contain amendments to the Corporation's existing Articles of Incorporation that require shareholders' approval;
4. These Restated Articles of Incorporation were duly adopted and approved by the Corporation's Class A common shareholders at the annual meeting of shareholders held on May 26, 2016, at which a quorum was present;
5. At the annual meeting of shareholders held on May 26, 2016:
  - (a) There were 1,280,331 shares of Class A common stock issued and outstanding and 1,280,331 votes entitled to be cast by the holders of Class A common stock.
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6. These Restated Articles of Incorporation shall be effective as of June 1, 2016, at 8:00 a.m., Mountain Daylight Time; and
7. The complete text of the Restated Articles of Incorporation that have been duly adopted and approved by the Corporation's shareholders is attached hereto.

I HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true.



BRADLEY D. DANTIC, Vice-President and Secretary  
Phone: 406-728-5976  
Email: bdantic@alpsnet.com

5/26/16  
Date



**RESTATED ARTICLES OF INCORPORATION**

**OF**

**ALPS CORPORATION**

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation (hereinafter referred to as the "Corporation") is:

ALPS Corporation

**ARTICLE II**

**PURPOSES**

The Corporation is organized for the following purposes:

- A. To engage in the business and activities of serving as a parent holding company; and
- B. To engage in any other lawful business or activity.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**REGISTERED AGENT AND OFFICE**

The name of the registered agent of the Corporation is Bradley D. Dantic, Esq. The street address and mailing address of the initial registered office of the Corporation is:

Street Address: 111 N. Higgins, Ste. 200  
Missoula, MT 59802

Mailing Address: P.O. Box 9169  
Missoula, MT 59807-9169

**ARTICLE V**

**CAPITAL STOCK**

A. *Classes and Class of Capital Stock.* The Corporation is authorized to issue the following four (4) classes of capital stock which are designated and classified as follows (such classes collectively referred to herein as the "Capital Stock" of the Corporation):

- (1) Class A Common Stock;
- (2) Class B Non-voting Stock;
- (3) Class C Common Stock; and
- (4) Class C Cumulative Convertible Preferred Stock (referred to herein as "Class C Preferred Stock").

B. Number of Authorized Shares of Class A Common Stock. The Corporation is authorized to issue an aggregate number of nine million (9,000,000) shares of Class A Common Stock having a par value of \$1.00 per share. The shares of Class A Common Stock shall be issuable in either whole shares or fractional shares as may hereafter be determined by the Board of Directors in its discretion; provided, however, that no shareholder may own a fractional share of Class A Common Stock if said shareholder does not own at least one (1) whole share of Class A Common Stock.

C. Number of Authorized Shares of Class B Non-Voting Stock. The Corporation is authorized to issue an aggregate number of one million (1,000,000) shares of Class B Non-voting Stock having a par value of \$1.00 per share. The shares of Class B Non-Voting Stock shall be issuable in whole shares.

D. Number of Authorized Shares of Class C Common Stock. The Corporation is authorized to issue an aggregate number of one million (1,000,000) shares of Class C Common Stock having a par value of \$1.00 per share. The shares of Class C Common Stock shall be issuable in either whole shares or fractional shares as may hereafter be determined by the Board of Directors in its discretion; provided, however, that no shareholder may own a fractional share of Class C Common Stock if said shareholder does not own at least one (1) whole share of Class C Common Stock.

E. Number of Authorized Shares of Class C Preferred Stock. The Corporation is authorized to issue an aggregate number of five million (5,000,000) shares of Class C Preferred Stock having a par value of \$1.00 per share. The shares of Class C Preferred Stock shall be issuable in either whole shares or fractional shares as may hereafter be determined by the Board of Directors in its discretion; provided, however, that no shareholder may own a fractional share of Class C Preferred Stock if said shareholder does not own at least one (1) whole share of Class C Preferred Stock.

F. Non-Assessable. The shares of any Capital Stock of the Corporation shall only be issued as fully paid and non-assessable shares. No shares of any Capital Stock may be issued by the Corporation until the Corporation receives the consideration for which the Board of Directors authorizes the issuance of such Capital Stock.

G. Preferences, Limitations and Other Relative Rights of Common Stock. The following is a description of the preferences, limitations and other relative rights associated with the Corporation's Class A Common Stock and Class C Common Stock (collectively referred to herein as the "Common Stock"):

(1) Voting Rights

a. Class A Common Stock Voting Rights. The holders of Class A Common Stock shall be entitled to vote upon and elect all Class A directors to serve on the Corporation's board of directors. Except as otherwise provided herein, the holders of Class A Common Stock shall have voting rights, in *pari passu* with the holders of Class C Common Stock and Class C Preferred Stock on an as converted basis applying the Conversion Formula set forth in Article V.F.(4) below, on all other matters requiring a vote of the shareholders. The holders of Class A Common Stock are entitled to cast one (1) vote for each share of Class A Common Stock held. Except as otherwise provided herein or under any applicable provision of the MBCA, the holders of Class A Common Stock, Class C Common Stock and Class C Preferred Stock on an as converted basis, shall together have voting rights for all purposes with respect to any and all matters requiring a vote of the Corporation's shareholders. Neither the holders of Class A Common Stock nor the holders of the Class C Preferred Stock shall be entitled to vote upon or elect the Class C director.

b. Class B Non-Voting Stock Voting Rights. The holders of Class B Non-Voting Stock shall not be entitled to vote on any matters requiring a vote of the shareholders.

c. Class C Common Stock Voting Rights. The holders of Class C Common Stock shall be entitled to vote upon and elect one (1) Class C director to serve on the Corporation's board of directors. Except as otherwise provided herein, the holders of Class C Common Stock shall have voting rights, in *pari passu* with the holders of Class A Common Stock and Class C Preferred Stock on an as converted basis, on all other matters requiring a vote of the shareholders. The holders of Class C Common Stock are entitled to cast one (1) vote for each share of Class C Common Stock held. Except as otherwise provided herein or under any applicable provision of the MBCA, the holders of Class C Common Stock, Class A Common Stock and Class C Preferred Stock on an as converted basis, shall together have voting rights for all purposes with respect to any and all matters requiring a vote of the Corporation's shareholders. Neither the holders of Class C Common Stock nor the holders of the Class C Preferred Stock shall be entitled to vote upon or elect any Class A directors.

(2) Dividends. Subject to the provisions of the MBCA, these Articles and any preferences associated with the Class C Preferred Stock with respect to the right to receive dividends, the holders of Common Stock may receive dividends, including dividends payable in shares of the Corporation's Common Stock, at such time and in such amounts as the Board of Directors may hereafter declare in its sole discretion. Unless otherwise required under the MBCA, the Board of Directors has no obligation to declare a dividend with respect to Common Stock. Notwithstanding any provision of these Articles to the contrary, however, so long as any dividends for Class C Preferred Stock are in arrears, no cash or stock dividend whatsoever shall be declared or paid upon any Common Stock; provided, however that the Corporation shall be entitled to pay money for the purchase or redemption of any shares of Common Stock. The holders of Class B Non-Voting Stock will not be entitled to dividends.

(3) Liquidation. In the event of a Liquidation Event (as defined in Article V. F(3) below) of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled to share equally per share in the remaining assets of the Corporation, but only after and

subject to the payment or provision for payment of: (i) debts and other liabilities of the Corporation; and (ii) the amount to which the holders of Class C Preferred Stock shall be entitled to receive as a result of any Liquidation Preference (as defined in F(3) below) in favor of the holders of Class C Preferred Stock. Following full payment of any Liquidation Preference to which the holders of Class C Preferred Stock shall be entitled to receive as a result of a Liquidation, the holders of Class C Preferred Stock will not be entitled to receive any further or additional dividend or other distribution from the Corporation and, to the extent of any remaining assets, the holders of Common Stock will have the right to share equally per share all remaining assets and other property distributable with respect to such Liquidation. The holders of Class B Non-Voting Stock will not be entitled to any distribution and will not be entitled to participate in the net assets of the Corporation upon dissolution.

(4) Other Rights. There are no conversion rights, redemption rights or sinking fund provisions with respect to shares of Class A Common Stock.

F. Preferences, Limitations and Other Relative Rights of Class C Preferred Stock. The following is a description of the preferences, limitations and other relative rights, terms and conditions associated with the Corporation's Class C Preferred Stock:

(1) Voting Rights. The holders of Class C Preferred Stock shall be entitled to vote on an as converted basis on all matters on which the holders of the Common Stock are entitled to vote. The holders of Class C Preferred shall be entitled to cast that number of votes determined by applying the Conversion Formula set forth in Article V.F.(4) below and utilizing the GAAP Adjusted Book Value of the Corporation as set forth in the Corporation's consolidated financial statements for the most recent calendar quarter ended immediately prior to the date of such vote; provided, however, that the holders of the Class C Preferred Stock shall not be entitled to vote upon nor elect any directors.

(2) Dividend Preference. The holders of Class C Preferred Stock will be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for such purpose, a cumulative dividend payable in cash at a rate equal to 5% per annum of the stated par value (the "Convertible Preferred Dividend Yield"). Dividends, when, if and as declared by the Board, shall be payable semi-annually and will be calculated on the basis of the actual number of days elapsed in a 365-day year (or 366-day year in a leap year). No dividends shall be declared or paid on any other classes of the Corporation's Capital Stock or equivalent securities unless all accrued but unpaid dividends on the Class C Preferred Stock have been paid in full. The Class C Preferred Stock will participate ratably, on an as-converted basis by applying the Conversion Formula and utilizing the GAAP Adjusted Book Value of the Corporation as set forth in the Corporation's consolidated financial statements for the most recent calendar quarter ended immediately prior to the dividend declaration date, in all cumulative distributions on the Common Stock and any other equity securities of the Corporation on distributions in excess of the Convertible Preferred Dividend Yield, excluding tax distributions.

Notwithstanding any provision contained herein, cash dividends on the Class C Preferred Stock will accrue whether or not the Corporation has earnings and whether or not the payment of such dividends is authorized by the Board of Directors. In the event the Board of Directors does not declare and pay any semi-annual installment of the cumulative cash dividend otherwise payable to the holders of Class C Preferred Stock in accordance with these Articles, then such cash dividend shall accumulate and shall be paid prior to the payment of dividends on any other classes of the Corporation's Capital Stock. No interest, or sum of money in lieu of interest, shall

be payable in respect of any unpaid dividend or dividends on Class C Preferred Stock which may be in arrears.

Notwithstanding any provision contained herein to the contrary, the Corporation shall be entitled to pay money for the purchase or redemption of any issued and outstanding shares of Common Stock.

(3) Liquidation Preference. In the event of a dissolution, liquidation and winding up of the business and affairs of the Corporation, or a change of control, merger, consolidation, or sale of all or substantially all of the assets of the Corporation (each a "Liquidation Event") prior to June 1, 2017, which results in a distribution of assets by the Corporation to holders of Capital Stock, whether voluntary or involuntary, the holders of Class C Preferred Stock shall be entitled to receive, and be paid out of the assets of the Corporation available for distribution to its holders of Capital Stock, a liquidation preference and the Corporation shall pay the holders of Class C Preferred Stock a liquidation preference (the "Liquidation Preference") to be calculated as the greater of (i) five million dollars (\$5,000,000) plus all accrued but unpaid dividends on the Class C Preferred Stock through and including the date of such Liquidation Event or (ii) the fair market value of the Class C Preferred Stock which will be calculated by multiplying the price per share received by holders of Class A Common Stock in such Liquidation Event by the number of shares of Class C Common Stock into which the Class C Preferred Stock would have converted using the Conversion Formula set forth under Article V.F.(4) below. In no event will the holders of Common Stock receive any distribution upon a Liquidation Event unless and until the holders of Class C Preferred Stock have received the full amount of the Liquidation Preference. Following full payment of the Liquidation Preference, the holders of Class C Preferred Stock will not be entitled to receive any further or additional dividend or other distribution from the Corporation and all preferences and other relative rights, terms and conditions associated with the Class C Preferred Stock shall immediately terminate. To the extent any assets or other property remain after full payment of the Liquidation Preference to the holders of Class C Preferred Stock, the holders of Common Stock will have the right to share equally per share all remaining assets and other property distributable with respect to such Liquidation.

(4) Automatic Conversion. The Class C Preferred Stock will automatically convert to Class C Common Stock upon the earlier date to occur of: (i) the date of a Liquidation Event that does not result in a distribution of assets by the Corporation to holders of Capital Stock; and (ii) June 1, 2017 (such earlier date is referred to hereinafter as the "Conversion Date"). On the Conversion Date, assuming that no Liquidation Event has occurred prior to June 1, 2017, the Class C Preferred Stock will convert into that number of shares of Class C Common Stock that results by applying the following "Conversion Formula":

Conversion Formula

The Class C Preferred Stock will convert into that number of shares of Class C Common Stock that results by dividing \$5,000,000 by the resulting product (rounded to the nearest 1/10,000<sup>th</sup> decimal) of (A) 1.1 times (B) the dollar amount derived from dividing the GAAP Adjusted Book Value of the Corporation as set forth in the audited consolidated financial statements for the year ended December 31, 2016, by the number of fully diluted shares of Class A Common Stock (including any Class A Common Stock which are issuable upon exercise or conversion of options, warrants or other securities or rights within 60 days of the date on which such calculation is being made) outstanding as of such date, adjusted to reflect any stock splits,

recapitalizations or similar corporate transactions occurring between such year end and the Conversion Date;

On the Conversion Date, assuming that a Liquidation Event occurs prior to May [ ], 2017, the foregoing Conversion Formula shall be applied effective immediately prior to the occurrence of such Liquidation Event using the GAAP Adjusted Book Value of the Corporation as set forth in the financial statements, either audited or reviewed by the Corporation's auditors, for the most recent calendar quarter ended immediately prior to the date of such Liquidation Event, in lieu of audited consolidated financial statements for the year ended December 31, 2016.

For purposes of this Article V.F.(4), the term "GAAP Adjusted Book Value" of the Corporation is defined as an amount equal to the total assets of the Corporation, minus the total liabilities of the Corporation, minus the outstanding balance of surplus contribution certificates, minus the aggregate par value of the Class B shares of the Company determined on a consolidated basis in accordance with the United States Generally Accepted Accounting Principles ("GAAP"), consistently applied by the Corporation in the preparation of its financial statements.

(5) *Ranking.* With respect to the right to receive a distribution of assets upon Liquidation of the Corporation, the holders of Class C Preferred Stock will rank as follows: (i) senior to and have priority over the holders of Class A Common Stock and Class C Common Stock; (ii) on a parity with all other holders of Class C Preferred Stock; and (iii) junior to and subordinate to the holders of all debt instruments or securities issued by the Corporation. With respect to the right to receive a dividend in respect of any Capital Stock, the holders of Class C Preferred Stock will rank as follows: (i) senior to and have priority over the holders of Class A Common Stock and Class C Common Stock; and (ii) on a parity with all other holders of Class C Preferred Stock.

#### **ARTICLE VI** **ISSUANCE OF SHARES**

The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of the Corporation's Capital Stock of any class, whether now or hereafter authorized, or securities exercisable or exchangeable for or convertible into shares of the Corporation's Capital Stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors, in its sole and absolute discretion without any action by the stockholders.

#### **ARTICLE VII** **ANTI-DILUTION**

At any time after the effective date of these Restate Articles of Incorporation, if the Corporation shall issue or propose to issue any additional Capital Stock or other shares of the Corporation, or warrants, options (excluding any options granted to employees of the Corporation in accordance with any benefit plans or other employee plans, now or hereinafter in effect) or other rights or instruments of any kind convertible into or exercisable or exchangeable for shares of the Corporation (collectively, "Additional Securities"), each holder of Capital Stock shall have the right to subscribe for and to purchase at the same price per share such number of Additional Securities necessary to maintain the same Fully-

Diluted Ownership Percentage following the issuance of Additional Securities as the Fully-Diluted Ownership Percentage held by such holder of Capital Stock on the date that a subscription notice is delivered to holders of Capital Stock in connection with such issuance. If a holder of Capital Stock elects to purchase any such Additional Securities, such Additional Securities shall be issued and sold to such holder of Capital Stock by the Corporation at the same time and on the same terms and conditions as the Additional Securities are issued and sold to all other parties. If, for any reason, the issuance of Additional Securities to such other parties is not consummated, the holders of Capital Stock's right to its share of such issuance shall lapse, subject to such holder's ongoing subscription right with respect to issuances of Additional Securities at later dates or times. For the purposes of this Article VII, the term "Fully-Diluted Ownership Percentage" is defined, with respect to any person, as the percentage ownership in the Corporation held by such person, calculated by dividing (i) the aggregate number of shares of Common Stock (including any shares of Common Stock issuable upon a conversion of the Class C Preferred Stock (as if the issuance date of the Additional Securities were the conversion date) and any such shares of Common Stock issuable upon the exercise or conversion of options, warrants or other securities or rights) beneficially owned (as such term is determined in accordance with the Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by such person, by (ii) the aggregate number of all issued and outstanding shares of Common Stock of the Corporation (including any shares of Common Stock which are issuable upon such conversion of the Class C Preferred Stock or such exercise or conversion of options, warrants or other securities or rights within 60 days of the date on which such calculation is being made).

#### **ARTICLE VIII** **DIRECTORS**

The Corporation's Board of Directors shall consist of no fewer than five (5) directors and no more than eleven (11) directors. If, and only for so long as, the Corporation has issued and outstanding shares of Class C Common Stock, the Board of Directors shall be comprised of two classes of directors consisting of one (1) Class C director with all other directors being designated as Class A directors. Only the holders of Class A Common Stock shall be entitled to vote upon and elect Class A directors. Only the holders of Class C Common Stock shall be entitled to vote upon and elect the Class C director. The Class C director shall have all of the same rights, privileges, duties and obligations of, and shall be entitled to vote in *pari passu* with, the Class A directors.

#### **ARTICLE IX** **ELIMINATION OF CUMULATIVE VOTING**

The right of all holders of any Capital Stock to cumulate their votes at each election for directors is hereby denied and eliminated as allowed under Mont. Code Ann. § 35-1-531(3). At each election for directors, each holder of any Capital Stock entitled to vote at the election shall have as many votes as the number of shares of Capital Stock owned by the shareholder. Each shareholder shall be entitled to one vote for each outstanding share held by the shareholder.

**ARTICLE X**  
**ELIMINATION OF DIRECTOR LIABILITY**

Pursuant to Mont. Code Ann. § 35-1-216(2)(d), the directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any actions taken or any failure to take any action as a director of the Corporation, except that a director shall continue to be liable under Mont. Code Ann. § 35-1-216(2)(d) as follows: (i) for the amount of a financial benefit received by a director to which the director is not entitled; (ii) for an intentional infliction of harm on the Corporation or any of its shareholders; (iii) an intentional violation of criminal law; or (iv) for an unlawful distribution under Mont. Code Ann. § 35-1-713.

**ARTICLE XI**  
**DIRECTOR INDEMNIFICATION**


To the fullest extent authorized under Mont. Code Ann. §§ 35-1-451 through 35-1-459, the Corporation shall indemnify each director and shall reimburse each director in advance of final disposition of a proceeding for all liability, costs and expenses reasonably incurred or imposed upon the director in connection with any proceeding in which the director is made a party by reason of having served as a director of the Corporation.

**ARTICLE XII**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, including any amendments changing the terms or contract rights, as expressly set forth in the Charter, of any of its outstanding stock by classification, reclassification or otherwise, by a majority of the directors' adopting a resolution setting forth the proposed change, declaring its advisability, and either calling a special meeting of the stockholders entitled to vote on the proposed change, or directing the proposed change to be considered at the next annual stockholders meeting. Unless otherwise provided herein, the proposed change will be effective only if it is adopted upon the affirmative vote of the holders of not less than a majority of the aggregate votes entitled to be cast thereon (considered for this purpose as a single class); provided, however, that any amendment to, repeal of or adoption of any provision inconsistent with Article VI or this Article XII will be effective only if it is also advised by at least two-thirds of the Board of Directors and adopted upon the affirmative vote of the holders of not less than two-thirds of the aggregate votes entitled to be cast thereon (considered for this purpose as a single class); provided, however, that so long as any shares of Class C Preferred Stock remain issued and outstanding, the Corporation shall not, without the prior written consent of the holders of Class C Preferred Stock, create any new class or series of equity securities having rights, preferences or privileges senior to or *pari passu* with the Class C Preferred Stock, or amend any provision of the Corporation Restated Articles of Incorporation, Bylaws or similar governing documents in a manner that adversely alters or changes the powers, preferences, privileges or other special rights of the holder(s) of Class C Preferred Stock.



IN WITNESS WHEREOF, these Restated Articles of Incorporation are executed in duplicate and filed to be effective as of June 1, 2016.

  
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Bradley D. Dantic, Vice-President and Secretary

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Bradley D. Dantic, hereby accepts the appointment as registered agent of the Corporation which is provided for herein, as required by Montana Code Annotated §35-1-313.

  
\_\_\_\_\_  
Bradley D. Dantic, Registered Agent