

# ARTICLES OF INCORPORATION



Corporation Division  
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**E-FILED**  
Jul 22, 2014  
**OREGON SECRETARY OF STATE**

## REGISTRY NUMBER

103576997

## TYPE

DOMESTIC BUSINESS CORPORATION

## 1. ENTITY NAME

COMPASS ENTERPRISE, INC.

## 2. MAILING ADDRESS

ANDREW HAHS/BITTNER HAHS PC  
4949 SW MEADOWS RD SUITE 260  
LAKE OSWEGO OR 97035 USA

## 3. NAME & ADDRESS OF REGISTERED AGENT

ANDREW HAHS

ANDREW HAHS/BITTNER HAHS PC  
4949 SW MEADOWS RD SUITE 260  
LAKE OSWEGO OR 97035 USA

## 4. INCORPORATORS

ANDREW HAHS

ANDREW HAHS/BITTNER HAHS PC  
4949 SW MEADOWS RD SUITE 260  
LAKE OSWEGO OR 97035 USA

## 5. NUMBER OF SHARES

1000

## 6. OPTIONAL PROVISIONS

SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted 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.

INDEMNIFICATION

1. Each director or officer, or former director or officer of the corporation, or any person who, while a director or officer of the Corporation may have served at its request as a director or officer of another corporation, shall be indemnified to the fullest extent permitted by Chapter 60 of the Oregon Revised Statutes by the corporation against all liability, costs and expenses reasonably imposed upon or incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party, such expenses to include the cost of reasonable settlement, other than amounts paid to the corporation itself, made with a view to curtailment of costs of litigation; provided:

a. The conduct of the individual was in good faith;



- b. The individual reasonably believed that the individuals conduct was in the best interest of the corporation, or at least not opposed to its best interests; and
- c. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individuals conduct was unlawful.

2. A directors conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of paragraph b. above. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described under this section. The corporation will not indemnify a director under this section:

- a. In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
- b. In connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

#### ADVANCEMENT OF EXPENSES

The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- a. The director furnishes the corporation a written affirmation of the directors good faith belief that the director has met the standards of conduct described in ORS 60.391; and
- b. The director furnishes the corporation a written undertaking, executed personally or on the directors behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 60.387 to 60.414.

By my signature, I declare as an authorized authority, that 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

ANDREW HAHS