Docusign Envelope ID: 5540CD62-4728-4823-8ECA-52BEFCD06E71

FILED: JUL 19, 2024
OREGON SECRETARY OF STATE
149763096-26491616
TOOLBELT, INC. RSTART

ARTICLES OF AMENDMENT TO THE THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TOOLBELT, INC.

(Registry No. 1497630-96)

Pursuant to the provisions of the Oregon Business Corporation Act, these Articles of Amendment to the Third Amendment and Restated Articles of Incorporation of Toolbelt, Inc. are delivered to the office of the Secretary of State of the State of Oregon for filing.

1. The name of the corporation is Toolbelt, Inc. (the "**Company**").

2. The Company's principal place of business is located at 10818 NE Coxley Drive, Suite C, Vancouver, Washington 98662.

3. Joshua Engelbrecht, located at 10818 NE Coxley Drive, Suite C, Vancouver, Washington, possesses direct knowledge of the operations and business activities of the Company.

4. The first paragraph of Article III of the Third Amended and Restated Articles of Incorporation of the Company is hereby amended by replacing the number "7,585,177" with the number "8,530,237".

5. The first paragraph of Part B of Article III of the Third Amended and Restated Articles of Incorporation of the Company is hereby amended by replacing the number "1,995,169" with the number "2,940,229".

6. The foregoing amendments were approved by the Company's board of directors by written consent dated effective May 14, 2024 and by the Company's shareholders by written consent dated effective May 21, 2024.

[*Remainder of Page Intentionally Blank*]

Docusign Envelope ID: 5540CD62-4728-4823-8ECA-52BEFCD06E71

7. Approval of (a) the holders of the Company's outstanding Preferred Stock, voting together as a voting group on an as-converted-to-common-stock basis, (b) the holders of the Company's outstanding Series Seed-3 Preferred Stock and Shadow Series Seed-3 Preferred Stock, voting together as a voting group on an as-converted-to-common-stock basis, (c) the Company's outstanding Series Seed Preferred Stock and Series Seed-2 Preferred Stock, voting together as a voting group on an as-converted-to-common-stock basis, and (d) the holders of the Company's Common Stock, voting together as a voting group, was required to adopt the foregoing amendments. The votes were as follows:

	Preferred Stock	Shadow Series Seed-3 and Series Seed-3 Preferred Stock	Series Seed and Seed-2 Preferred Stock	Common Stock
No. of shares outstanding:	7,585,128	2,752,054	4,833,074	6,852,870
No. of votes entitled to be cast:	7,585,128	2,752,054	4,833,074	6,852,870
No. of votes cast for:	4,602,956	1,977,016	2,625,940	6,800,000
No. of votes cast against:	0	0	0	0

[Signature Page Follows]

Docusign Envelope ID: 5540CD62-4728-4823-8ECA-52BEFCD06E71

Registry No. 1497630-96

I declare, under the penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any members, managers, employees or agents of the limited liability company. 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.

DATED: 7/17/2024

TOOLBELT, INC.
an Oregon corporation

By: Joshua Engelbrecht
Joshua Engelbrecht,
Chief Executive Officer

Person to contact about this filing: Pearl Dixon, (503) 294-9436