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Restated Articles of Incorporation - Business/Professional

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

FILED: JAN 19, 2023
OREGON SECRETARY OF STATE

63552294-24348504

REGISTRY NUMBER: 635522-94

In accordance with Oregon Revised Statute 192.410-192.490, the information on this applicat
We must release this information to all parties upon request and it will be posted on our webs.

FOLIUM, INC. **RSTART**

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1. **NAME OF CORPORATION:** FOLIUM, INC.

2. **NEW NAME OF CORPORATION:** (If changed)

3. **A COPY OF THE RESTATED ARTICLES IS ATTACHED.** ✓ (Required)

4. **CHECK THE APPROPRIATE STATEMENT:**

○ The restated articles contain amendments which do not require shareholder approval. The date of adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.

◉ The restated articles contain amendments which require shareholder approval. The date of adoption of the amendments and restated articles was January 13, 2023.

The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common Stock	3,000	3,000	3,000	0

○ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the Incorporators or by the board of directors.

5. **PRINCIPAL PLACE OF BUSINESS** (Physical Street Address)

821 NW WALL ST #100
BEND, OR 97703

6. **INDIVIDUAL WITH DIRECT KNOWLEDGE** (Name and Address)

Tobin Zhou
60331 Tall Pine Avenue
Bend, OR 97702

7. **EXECUTION:**

I declare as an authorized signer, 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. 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.

Signature: DocuSigned by: Lilian Chu E6FB5A54C91C402...

Printed Name: Lilian Chu

Title: Secretary

CONTACT NAME: (To resolve questions with this filing)

Jon J. Napier

PHONE NUMBER: (Include area code)

(541) 382-3011

FEES

Required Processing Fee $100

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".

Free copies are available at sos.oregon.gov/business using the Business Name Search program.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FOLIUM, INC.

Article 1
NAME OF CORPORATION

The name of the corporation is **FOLIUM, INC.** (the "Corporation").

Article 2
AUTHORIZED SHARES

The Corporation is authorized to issue 3,000 shares of common stock.

Article 3
PRINCIPAL OFFICE ADDRESS

The physical street address of the Corporation's principal office is 821 NW Wall Street, Suite 100, Bend, Oregon, 97703.

Article 4
INDIVIDUAL WITH DIRECT KNOWLEDGE

The name and address for an individual with direct knowledge who is a director or controlling shareholder of the Corporation or an authorized representative with direct knowledge of the operations and business activities of the Corporation is Tobin Zhou, whose address is 60331 Tall Pine Avenue, Bend, Oregon 97702.

Article 5
LIABILITY OF DIRECTORS

No director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided this provision will 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 or repeal of this provision will apply to or have any effect on the liability of any director of the Corporation for any act or omission that occurs before the effective date of any such amendment or repeal. No amendment to the Oregon Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted will affect the liability of a director for any act or omission that occurs before the effective date of such amendment. If Oregon law is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by Oregon law, as so amended.

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Article 6
INDEMNITY

The Corporation shall indemnify a director or an officer made party to a proceeding as the result of the individual being or having been a director or an officer of the Corporation to the fullest extent permitted by the laws of the State of Oregon now in effect or later amended.

Article 7
ACTION WITHOUT MEETING

In addition to any other method provided for or allowed in the Corporation's bylaws or these Amended and Restated Articles of Incorporation, the shareholders may act by written consent without a meeting if (a) the shareholder 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, (b) the shareholder action is evidenced by a written consent describing the action taken that is signed by all shareholders taking such action, and (c) the shareholder action is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's corporate records. The Corporation must give written notice of any such action taken to all shareholders who did not consent to such shareholder action in writing by signing such written consent. The notice provided to such shareholders must contain or be accompanied by the material required by ORS 60.211. Further, except as may be provided otherwise in the Corporation's bylaws or these Amended and Restated Articles of Incorporation, the shareholders of the Corporation may act by written consent without a meeting in any manner permitted under the Oregon Business Corporation Act.

* * * *

These Amended and Restated Articles of Incorporation will be effective on the date they are filed with the Oregon Secretary of State.