

FD50000003852

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

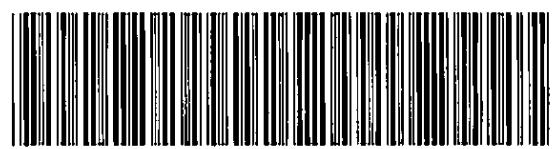
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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19 DEC 30 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2019 DEC 26 AM 10:53
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15336-1
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Date: 12/24/2019

Name: Joy Weaver / G.P.C. Head

Reference #: 1168625

Entity Name: ZELHAM, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

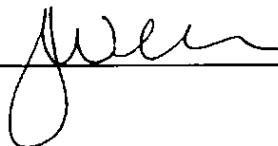
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$35.00

Signature: 

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000003852

(Document number of corporation (if known))

1. ZELHAM, INC.
(Name of corporation as it appears on the records of the Department of State)

2. Virginia 3. 07/05/2005
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Idaho
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Daniel J. Hamilton
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Daniel J. Hamilton
(Typed or printed name of person signing)

President
(Title of person signing)

FILED
19 DEC 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF IDAHO

Lawrence Denney | Secretary of State

Business Office

450 North 4th Street

PO Box 83720

Boise, ID 83720

Request Type: Certified Copies of Business

Request #: 3715800

Issuance Date: 12/26/2019

Receipt #: 270496

Copies Requested: 1

I, Lawrence Denney, Secretary of State of the State of Idaho, do hereby certify that **ZELHAM, INC.**, File # 612052 was formed or qualified to do business in the State of Idaho on 08/07/2014. ZELHAM, INC. has a home jurisdiction of Idaho and is currently in an Active-Good Standing status.

The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.

A handwritten signature in black ink, appearing to read "Lawrence Denney".

Lawrence Denney

Idaho Secretary of State

Processed By: Business Division

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
A0113-9384	08/07/2014	Initial Filing

**ARTICLES OF INCORPORATION
OF
ZELHAM, INC.**

FILED EFFECTIVE

2014 AUG -7 PM 2: 07

SECRETARY OF STATE
STATE OF IDAHO

Effective August 7th, 2014 ("**Effective Date**"), the Articles of Incorporation of Zelham, Inc., an Idaho corporation ("**Corporation**"), are in their entirety as follows:

**Article 1
NAME OF THE CORPORATION**

1.1 Name. The name of the Corporation is "Zelham, Inc."

**Article 2
PRINCIPAL ADDRESS OF THE CORPORATION**

2.1 Principal Address. The principal address of the Corporation is 121 E. 50th Street, Boise, ID 83714.

**Article 3
PURPOSES OF THE CORPORATION**

3.1 Purposes. The purposes for which the Corporation is organized are to (i) engage in business activities relating to hotel renovation and (ii) to do any and all other lawful activities.

**Article 4
SHARES**

4.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be 5,000 with no par value, consisting of 5,000 shares of voting common stock ("**Common Stock**").

4.2 Treasury Shares. Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 5
PREEMPTIVE RIGHTS**

5.1 No Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

**Article 6
CUMULATIVE VOTING**

6.1 No Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for board of directors.

IDAHO SECRETARY OF STATE
08/07/2014 05:00

CK: 1862 CT: 247995 BH: 1436494
18-30-00 = 30.00 DOMESTIC CTN #2

C 203020

Article 7
REGISTERED OFFICE AND AGENT

7.1 Address and Name. The address of the registered office of the Corporation is 242 N. 8th Street, Suite 220, Boise, Idaho 83702, and the name of the registered agent at such address is William Wardwell.

Article 8
BOARD OF DIRECTORS

8.1 Initial Board. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than five (5). Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the board of directors is two (2). The names and addresses of the persons to serve as such directors are as follows:

<u>Name</u>	<u>Address</u>
Daniel J. Hamilton	121 E. 50th Street Boise, ID 83714
Edward N. Anderson	121 E. 50th Street Boise, ID 83714

Article 9
INCORPORATOR

9.1 Address and Name. For purposes of the Articles of Incorporation, the name and address of the Incorporator is Daniel J. Hamilton, 121 E. 50th Street, Boise, ID 83714.

Article 10
LIMITATION OF LIABILITY

10.1 Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833; or (iv) an intentional violation of criminal law.

Article 11
INDEMNIFICATION

11.1 Indemnity. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent

that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

Article 12
EXECUTION BY INCORPORATOR

Executed: July 30, 2014

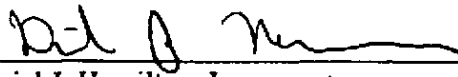
By: 
Daniel J. Hamilton, Incorporator

EXHIBIT A
ARTICLES OF INCORPORATION

See attached.

STATEMENT OF DOMESETICATION

STATEMENT OF DOMESTICATION

FILED EFFECTIVE

2014 AUG -7 PM 2: 07

The undersigned domesticating entity hereby does certify as follows: SECRETARY OF STATE
STATE OF IDAHO

1. The domesticating entity is Zelham, Inc., a Virginia corporation ("**Domesticating Entity**").

2. The entity into which the Domesticating Entity will hereby domesticate ("**Domestication**") is Zelham, Inc., an Idaho corporation ("**Domesticated Entity**").

3. This Statement of Domestication shall become effective upon filing ("**Effective Time**").

4. The Domestication, and the corresponding plan of domestication, have been duly authorized and approved by the Domesticating Entity in accordance with the applicable law of its jurisdiction of organization.

5. The Articles of Incorporation of the Domesticated Entity upon the occurrence of the Domestication shall be in the form attached hereto as Exhibit A.

ZELHAM, INC.

Dated: July 30, 2014

By 
Daniel J. Hamilton, President

IDAHO SECRETARY OF STATE

08/07/2014 05:00

CK:1862 CT:247995 BH:1436494

1@ 30.00 = 30.00 DOMESTICTN #2

C 155645

STATEMENT OF DOMESTICATION