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Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

Firebreak, Inc.

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address 1800 30th St, Ste 213
(Street number and name)

Boulder CO 80301
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address
 (leave blank if same as street address)
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name
 (if an individual) Sledge Carla
(Last) (First) (Middle) (Suffix)

or

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 921 Walnut St, Ste 200
(Street number and name)

Boulder CO 80302
(City) (State) (ZIP/Postal Code)

Mailing address
 (leave blank if same as street address)
(Street number and name or Post Office Box information)

CO
(City) (State) (ZIP/Postal Code)

8. The true name and mailing address of the individual causing the document to be delivered for filing are

Sledge Carla _____
(Last) (First) (Middle) (Suffix)
921 Walnut St, Ste 200
(Street number and name or Post Office Box information)

Boulder CO 80302
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**ARTICLES OF INCORPORATION
OF
FIREBREAK, INC.**

Pursuant to the Colorado Business Corporation Act (the “*Act*”), the incorporator named below (who, if a natural person, is eighteen years of age or older), acting as the incorporator of a corporation to be incorporated under the laws of the State of Colorado (the “*Corporation*”), adopts these Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is **FIREBREAK, INC.**

**ARTICLE II
OFFICES**

A. The principal office address of the initial principal office of the Corporation is **1800 30TH STREET, SUITE 213, BOULDER, CO 80301.**

B. The registered agent name and registered agent address of the Corporation’s initial registered agent are **CARLA W. SLEDGE, 921 WALNUT ST, STE 200, BOULDER, CO 80302.**

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator is **TIMOTHY STARZL, 1800 30TH STREET, SUITE 201, BOULDER, CO 80301.**

**ARTICLE IV
PURPOSE**

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated pursuant to the Act.

**ARTICLE V
AUTHORIZED CAPITAL**

The aggregate number of shares which the corporation is authorized to issue is Ten Million (10,000,000) shares with a par value of \$.001, which shares shall be designated “Common Stock.” All shares of Common Stock shall be fully paid and non-assessable.

**ARTICLE VI
PREEMPTIVE RIGHTS**

The shareholders shall not have preemptive rights.

**ARTICLE VII
CUMULATIVE VOTING**

Each outstanding share of Common Stock shall be entitled to one vote and each outstanding fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of the shareholders. Cumulative voting shall not be permitted in the election of directors.

**ARTICLE VIII
SHAREHOLDERS**

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing setting forth the action so taken has been signed by such of the shareholders collectively holding at least the minimum number of votes that would be necessary to authorize or take such action at a meeting of the shareholders at which all the shareholders entitled to vote were present.

**ARTICLE IX
BOARD OF DIRECTORS**

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors.

The directors shall be elected at each annual meeting of the shareholders, provided that vacancies may be filled by election by the remaining directors, though less than a quorum, or by the shareholders at a special meeting called for that purpose.

Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualified.

**ARTICLE X
LIMITATION ON DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit.

If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred by reason of the fact that the person is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, such person is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible. Notwithstanding anything to the contrary in this Article XI, such indemnity shall not extend to conduct not undertaken in good faith to promote the best interests of the Corporation, nor to any recklessness or willful misconduct; and, provided further, that this indemnification shall be limited to the total assets of the Corporation.

* * *

IN WITNESS WHEREOF, the incorporator does hereby certify that the adoption of these Articles of Incorporation is the act and deed of the Corporation and the facts stated herein are true, as of April 16, 2020.

* * *

The name and mailing address of the individual who causes this document to be delivered for filing and whom the Secretary of State may contact regarding this document is: **CARLA W. SLEDGE/HUTCHINSON BLACK AND COOK, LLC / 921 WALNUT STREET, SUITE 200 / BOULDER, COLORADO 80302 / VOICE: (303) 442-6514 / FAX: (303) 442-6593.**