

**FILED EFFECTIVE**

**CERTIFICATE OF  
AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION**

2014 FEB 19 PM 2:24

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Secretary of Human Supports of Idaho, Incorporated, an Idaho corporation, certifies the following:

1. **Name.** The name of the Corporation is Human Supports of Idaho, Incorporated.
2. **Text of Amendments.** The Articles of Incorporation as filed with the Secretary of State on July 18, 1996, are amended and restated in their entirety. The text of the Amended and Restated Articles of Incorporation is attached to this Certificate of Amendment and Restatement.
3. **Date and Manner of Adoption.** The Amended and Restated Articles of Incorporation were duly approved by the shareholders and the directors in the manner required by the Idaho Business Corporation Act and by the Corporation's Articles of Incorporation, and adopted pursuant to a combined unanimous consent of the shareholders and directors effective February 14, 2014.

HUMAN SUPPORTS OF IDAHO,  
INCORPORATED

Date: 2/19/2014

By: Steven E. Hansen  
Name: Steven E. Hansen  
Its: Secretary

IDAHO SECRETARY OF STATE  
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HUMAN SUPPORTS OF IDAHO, INCORPORATED

**FILED EFFECTIVE**

2014 FEB 19 PM 2: 25

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

Effective February 14, 2014, the articles of incorporation of Human Supports of Idaho, Incorporated ("Corporation") are amended and restated in their entirety as follows:

**Article 1  
ORGANIZATIONAL MATTERS**

**1.1 Name.** The Corporation's name is Human Supports of Idaho, Incorporated. [I.C. § 30-1-202]

**1.2 Authorized Shares.** The Corporation is authorized to issue 1,000 shares of common stock. [I.C. §§ 30-1-202, -601]

**1.3 Bylaws.** The Corporation's bylaws ("Bylaws") shall provide for governance of the Corporation's internal affairs, including amendment of the Bylaws. [I.C. §§ 30-1-202, -206]

**1.4 Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed by or under the direction of the Board, as further set forth in the Bylaws. The number of directors serving on the Board shall be fixed in accordance with the Bylaws. The directors shall be elected in the manner and for the terms provided in the Bylaws. [I.C. § 30-1-801]

**1.5 Treasury Shares.** Unless a resolution of the Board provides otherwise, shares reacquired by the Corporation will constitute treasury shares. [I.C. § 30-1-631]

**Article 2  
LIMITATION OF LIABILITY**

**2.1 Directors.** No director will be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of section 30-1-833 Idaho Code; or (iv) an intentional violation of criminal law. [I.C. § 30-1-202]

**2.2 Officers.** No officer will be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (i) the amount of a financial benefit received by an officer to which the officer is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; or (iii) an intentional violation of criminal law.

**Article 3  
INDEMNIFICATION**

**3.1 Mandatory Indemnification.** The Corporation shall indemnify and advance expenses to any director or officer to the fullest extent of the law for any action taken, or any failure to take any action, as a director, officer, or agent of the Corporation, except for liability for: (i) the amount of a financial benefit received by the person to which the person is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders, if any; (iii) a violation of section 30-1-833 Idaho Code; or (iv) an intentional violation of criminal law. [I.C. § 30-1-202]

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**3.2 Additional Indemnification.** In addition to the Corporation's indemnification obligations under Section 3.1, the Bylaws may oblige or permit the Corporation to provide broader indemnification rights to any person. [I.C. § 30-1-858]

**3.3 Interpretation.** If these Amended and Restated Articles or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

HUMAN SUPPORTS OF IDAHO,  
INCORPORATED

Date: 2/19/2014

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Name: Steven E. Hansen  
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