

# Amended and Restated Articles of Incorporation of AMX International, Inc.

Pursuant to the provisions of § 30-1-1003 of the Idaho Business Corporation Act, AMX Technology Inc. adopts the following amendments to its articles of incorporation:

The following amendments to the articles of incorporation were adopted by the shareholders of the corporation on December 8, 1999, in a manner prescribed by the Idaho Business Corporation Act:

## 1. Name of Corporation

The name of the corporation shall be: AMX International, Inc.

## 2. Purposes

The corporation is organized for the following purposes:

- ◆ development of computer software installation and customization solutions and targets;
- ◆ implementation and testing of computer software installation, setup, customization, custom modifications, data conversion and input, and custom interfaces with customer specific hardware and software;
- ◆ training and technical support for computer software;
- ◆ installation of computer software upgrades and enhancements;
- ◆ efficiency audits of computer system usage;
- ◆ sales of computer system hardware and software; and
- ◆ any other lawful purpose.

## 3. Term

The corporation is to have a perpetual existence.

## 4. Registered Office and Registered Agent

The registered office of the corporation shall be at 2105 Coronado Street, Idaho Falls, Idaho. The registered agent of the corporation at that address shall be Winston V. Beard.

## 5. Corporate Shares

The total number of shares which the corporation is authorized to issue is 60,000,000 with each share having no par value. The capital stock of the corporation shall be comprised of three classes of common shares, Class A, Class B, and Class C. Class A shall contain 30,500,000 shares, Class B shall contain 15,000,000 shares, and Class C shall contain 14,500,000. The currently outstanding Class A and Class B shares of the corporation shall retain their designation as Class A and Class B shares respectively. The Board of Directors may from time to time fix the consideration for which the Class A shares shall be issued and sold. The Classes A, B, and C shares are together entitled to receive the net assets of the corporation upon dissolution. The Class A shares shall have full voting rights.

The following terms shall apply to the Classes B and C shares.

- ◆ The Classes B and C shares shall be issued to employees of the corporation exclusively under performance share plans adopted by the company.
- ◆ The Classes B and C shares shall have no voting rights.
- ◆ The Classes B and C shares are not transferable, voluntarily or involuntarily, to anyone, including but not limited to spouse, children, and creditors.

The following terms shall apply to the Class B shares:

◆ If

(i) a Class B shareholder's employment with the corporation terminates within five (5) years after the Class B shares are acquired, and the termination is for any reason other than normal retirement, death, or total disability, or

(ii) a Class B shareholder is divorced within five (5) years after the Class B shares are acquired and pursuant to the divorce the Class B shares are awarded to the Class B shareholder's spouse,

the corporation shall have the option for ninety (90) days following the termination of employment or decree of divorce to purchase the class B shares of that shareholder. The purchase price shall be 75% of the value per share most recently established for shares of the company by the board of directors of the company under the Performance Share Plan. The payment shall be made by a promissory note of the corporation payable in 60 equal monthly installments and bearing 6.0% per annum interest.

◆ If the employment terminates for any reason other than those described above, the corporation shall have the option for ninety (90) days following the termination of employment to purchase the class B shares of that shareholder. The purchase price shall be 100% of the value per share most recently established for shares of the company by the board of directors under the Performance Share Plan. The payment shall be made by a promissory note of the corporation payable in 60 equal monthly installments and bearing 6.0% per annum interest.

◆ The corporation may redeem any or all class B shares at any time by paying to the holder the value per share most recently established for shares of the company by the board of directors of the company its incentive stock programs which shall value the entire company and divide that value by all outstanding shares and options.

Other restrictions for Classes B and C shares may be found in the Performance Share Plan Summary or the Stock Option Plan Summary.

## 6. Incorporators

The name and post office address of the incorporators is as follows:

Andy MacKay 10230 Dorian Ave. Idaho Falls, ID 83401	Earl J. Price 2938 S. 2810W. Rexburg, ID 83440
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## 7. Directors

The number of directors shall consist of the number designated in the corporation's bylaws but shall be no less than three (3).

## 8. Preemptive rights

The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares.

All the corporation's outstanding shares were voted in favor of the resolution adopting the foregoing amendments to the articles of incorporation.

The effective and adoption date of the amendments was  
December 8, 1999 IDAHO SECRETARY OF STATE

AMX International Inc.

12/20/1999 09:00  
CK: 5827 CT: 1681 BM: 274995

By: *J. Price*  
Earl J. Price, its President

1 @ 30.00 = 30.00 AMEND PROF # 2

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