

09 MAY 21 AM 8:22

RESTATED ARTICLES OF INCORPORATION
OF ROD FURNISS EMPLOYEE BENEFITS, INC. SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-1007 of the Idaho Business Corporation Act (the "IBCA"), Rod Furniss Employee Benefits, Inc. ("Corporation") hereby adopts the following Restated Articles of Incorporation:

FIRST: Name. The name of the Corporation is: Rod Furniss Employee Benefits, Inc.

SECOND: Duration. The period of the Corporation's duration is perpetual.

THIRD: Purposes. The purposes for which the Corporation is organized are to provide insurance, investment and retirement planning and the transaction of any and all other lawful business for which corporations may be incorporated under the IBCA.

FOURTH: A. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000). Of the 10,000 authorized shares, 9,000 shares shall be class A voting common stock ("Class A Voting Common Stock") and 1,000 shares shall be class A non-voting common stock ("Class A Non-Voting Common Stock" and, together with the Class A Voting Common Stock, the "Common Stock").

B. Voting Rights. The rights of both Class A Voting Common Stock and Class A Non-Voting Common Stock shall be identical except with respect to the voting rights.

- (1) Each share of Class A Voting Common Stock shall be entitled to one vote on all matters submitted to a vote of the shareholders of the Corporation. The holders of Class A Non-Voting Common Stock shall have no rights to vote on any issue except as otherwise required by applicable law.
- (2) So long as any shares of Class A Voting Common Stock shall be outstanding and unless the consent or approval of a greater number of shares shall then be required by law, without first obtaining the written consent or affirmative approval of shareholders holding at least a majority of the issued and outstanding shares of Class A Voting Common Stock, given in person or by proxy at a meeting at which the holders of such shares shall be entitled to vote separately as a class, or by written consent, the Corporation shall not, directly or indirectly by amendment, merger, consolidation or otherwise, amend, alter, repeal or waive any provision of the Restated Articles of Incorporation or the Bylaws of the Corporation.

C. Dividends and Liquidation Rights. The holders of Common Stock shall be entitled to receive and to share equally in, when, as and if declared by the Board of Directors, dividends per share, out of the funds legally available therefor, in such amounts as the Board of Directors may from time to time fix and determine. Upon the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to receive and to share equally in all assets of the Corporation available for distribution to shareholders.

D. Preemptive Rights. The holders of Common Stock have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

FIFTH: Registered Office and Agent. The address of the registered office of the Corporation is 480 West Sunnyside Road, # 4, Idaho Falls, Idaho 83402, and the name of its registered agent at such address is Rod Furniss.

SIXTH: Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors shall be set by shareholders holding issued and outstanding shares of Class A Voting Common Stock. The individuals to serve as directors shall be elected by shareholders holding issued and outstanding shares of Class A Voting Common Stock.

SEVENTH: Share Issuance and Transfer Restrictions. The issuance of shares by the Corporation, and the transfer of issued and outstanding shares of the Corporation, to any person who is not a shareholder of the Corporation shall require prior written authorization signed by shareholders holding at least a majority of the issued and outstanding shares of Class A Voting Common Stock.

EIGHTH: Bylaws. Provisions for the regulation of the internal affairs of the Corporation are as provided in the Bylaws as amended from time to time. The Bylaws of the Corporation shall be adopted by the affirmative vote or written consent of shareholders holding at least a majority of the issued and outstanding shares of Class A Voting Common Stock. The Bylaws of the Corporation may be amended, modified, altered and repealed, and new Bylaws may be adopted, only by written authorization signed by shareholders holding at least a majority of the issued and outstanding shares of Class A Voting Common Stock, and such Bylaws shall be binding in all respects on all shareholders of the Corporation.

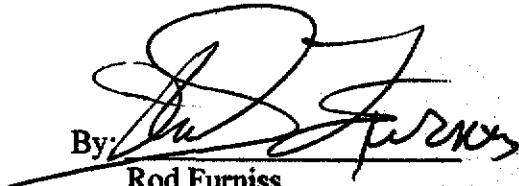
NINTH: Limitation on Personal Liability of Directors. To the full extent permitted by the IBCA, as amended from time to time, or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (1) the amount of a financial benefit received by a director to which he is not entitled, (2) an intentional infliction of harm on the Corporation or the shareholders, (3) a violation of section 30-1-833 of the IBCA, or (4) an intentional violation of criminal law. Any repeal or modification of this Article NINTH shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

TENTH: Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the full extent permitted by the IBCA, 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 IBCA permitted the Corporation to provide prior to such amendment).

Certificate of Shareholder Approval

The Corporation further certifies that the foregoing Restated Articles of Incorporation were approved and adopted by the shareholders of the Corporation effective as of April 1, 2009 in the manner required by the provisions of 30-1-1001 et seq. of the Idaho Business Corporation Act, as amended from time to time, and by the Articles of Incorporation.

DATED this 1 day of April, 2009.

By: 
Rod Furniss
President