

FILED EFFECTIVE**2017 SEP 19 AM 11:37****SECRETARY OF STATE
STATE OF IDAHO**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDNETICS INCORPORATED**

These Amended and Restated Articles of Incorporation shall amend and supersede the Corporation's Initial Articles of Incorporation dated May 21, 1997 and filed of record with the office of the Idaho Secretary of State on May 23, 1997 under File No. C119606.

1. **NAME.** The name of the corporation is EDNETICS INCORPORATED.
2. **DURATION.** The corporation shall have perpetual existence.
3. **PURPOSE AND POWERS.** The corporation is organized for the transaction of all lawful business for which corporations may be incorporated pursuant to the Idaho Business Corporation Act. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.
4. **AUTHORIZED CAPITAL.** The aggregate number of shares which the corporation shall have authority to issue is 10,000,000.
5. **REGISTERED OFFICE AND REGISTERED AGENT.** The address of the registered office of the corporation is 971 S. Clearwater Loop, Ste. 1000, Post Falls, Idaho 83857. The name of its registered agent at such address is Shawn M. Swanby.
6. **RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION.** Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, firm, association, or corporation of which such director shall be a member, or in which he or she may be peculiarly in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association or corporation with which such director or officer is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him or her from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be

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members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be financially interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud or bad faith.

7. **INDEMNIFICATION OF DIRECTORS AND OFFICERS.** The corporation shall indemnify the directors and officers of the Corporation as provided from time to time in the Bylaws of the Corporation.

8. **CERTIFICATION.** These Amended and Restated Articles consolidate all prior and current amendments into this single document and that the amendments contained herein were duly approved by the Corporation's shareholders in the manner required by Title 30, Chapter 29, Idaho Code.

Dated this 1st day of January, 2017.


Shawn M. Swanby, President

Attest:


Jeffrey A. Lantz, Secretary

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IDAHO SECRETARY OF STATE
09/19/2017 05:00
CK:14701292 CT:172099 BH:1603586
1@ 30.00 = 30.00 AMEND PROF #2
1@ 20.00 = 20.00 EXPEDITE C #3