

CERTIFICATE TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
RVP, INC.

FILED  
DEC 7 4 24 PM '99  
IDH OF STATE

I, Tamara Thueson, being the duly authorized Secretary of RVP, Inc., hereby certify as follows:

1. The attached Amended and Restated Articles of Incorporation amend and restate, and supersede in full the Articles of Incorporation of RVP, Inc., and all amendments thereto as in effect prior to the date hereof.

2. The following resolution amending the corporation's Articles of Incorporation was adopted in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Company in the form attached as **Exhibit A** hereto, which delete Articles 2, 3, 4, 6, and 7, amend Article 5 and renumber as Article 2, and add new Articles 3 and 4, are hereby adopted and approved.

Exhibit A to the preceding resolution is attached as **Exhibit A** to this certificate.

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

4. The date of adoption of this amendment by the shareholders and directors was November 26, 1999.

5. The amendment was approved by the shareholders as follows:

(a) The number of shares outstanding and entitled to vote on the adoption of this amendment was 293 shares of common stock.

(b) The number of shares voting for the amendment was 293, and the number of shares voting against the amendment was zero.

DATED THIS 26 day of November, 1999.

RVP, INC.

*Tamara Thueson*

Tamara Thueson, Secretary

IDAHO SECRETARY OF STATE  
12/13/1999 09:00  
CK: 300683 CT: 7012 SH: 273188  
1 @ 30.00 = 30.00 AMEND PROF # 2

C45614

# **RVP, INC.**

## **AMENDED AND RESTATED**

### **ARTICLES OF INCORPORATION**

1. **Name.** The name of the corporation is RVP, Inc.
2. **Authorized shares.** The aggregate number of shares of all classes of stock the corporation is authorized to issue shall be Ten Million (10,000,000) shares of Common Stock.
3. **Indemnification.** The Corporation shall indemnify to the fullest extent not prohibited by law any current or former director or officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person=s good faith belief that the person is entitled to indemnification under this Article and (ii) the person=s agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation=s obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.
4. **Limitation of Liability.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.