

**FILED EFFECTIVE**

**FILED AT THE REQUEST OF:**

**Matthew M. Hicks  
Holland & Hart LLP  
101 S. Capitol Boulevard, Suite 1400  
Boise, ID 83702**

**SPACE FOR SECRETARY OF STATE'S USE**

**08 FEB 28 AM 11:53**

**SECRETARY OF STATE  
STATE OF IDAHO**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HIP IV, INC.**

The undersigned, being all of the members of the Board of Directors of HIP IV, INC., an Idaho corporation (the "Corporation"), organized and existing under and pursuant to the provisions of the Idaho Business Corporation Act, hereby certify that through a Resolution and Action by Consent executed by all of the Directors and by Shareholders owning 100% of the outstanding shares of stock of the Corporation, adopted on the 20th day of September, 2007, the Articles of Incorporation are amended and restated in their entirety by the following Amended and Restated Articles of Incorporation.

Through their signatures affixed to such Resolution and Action by Consent, all Shareholders of the Corporation personally consented to amend the Articles of Incorporation.

The Articles of Incorporation of the Corporation are amended and restated in their entirety in accordance with Sections 30-1-1003 and 30-1-1007 of the Idaho Business Corporation Act (the "Act") to read as follows:

**ARTICLE 1**

**NAME**

The name of the Corporation is HIP IV, INC.

IDAHO SECRETARY OF STATE  
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## **ARTICLE 2**

### **PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

## **ARTICLE 3**

### **CAPITAL STOCK**

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000,000 shares of common stock having no par value ("Common Stock"). The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the Shareholders of the Corporation and on all matters coming before the Shareholders of the Corporation, except as otherwise provided by law.

## **ARTICLE 4**

### **BYLAWS**

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the Corporation and to adopt new Bylaws, and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the Shareholders represented in person or by proxy, at any annual meeting of the Shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

**ARTICLE 5**

**PERPETUAL EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE 6**

**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

Name	Address
Brett Hoover	1770 W. State Street, Suite 254 Boise, Idaho 83702

**ARTICLE 7**

**BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the Corporation shall not be less than one (1) nor more than seven (7). In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the Shareholders and until their successors are elected and qualified.

**ARTICLE 8**

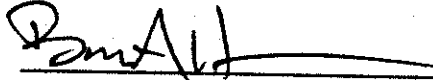
**INDEMNIFICATION AND LIMITATION ON LIABILITY**

A. Personal Liability. There shall be no personal liability, either direct or indirect, of any Director of the Corporation to the Corporation or its Shareholders for monetary damages for any breach or breaches of fiduciary duty as a Director; except

that this provision shall not eliminate the liability of a Director to the Corporation or to its Shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of Directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the Shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of Directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a Director of the Corporation with respect to any breach, act, omission, or transaction of such Director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Articles of Incorporation, the Act or otherwise, the Corporation shall possess and may exercise all powers to indemnify Directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The Board of Directors is hereby authorized on behalf of the Corporation, and without Shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

IN WITNESS WHEREOF, the undersigned have subscribed these Amended and Restated Articles of Incorporation effective as of the 20<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Brett Hoover

  
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Michael Alevizon

BEING ALL OF THE MEMBERS OF  
THE BOARD OF DIRECTORS OF  
HIP IV, INC.

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