

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

STAFF LEASING NORTHWEST, INC.

File Number C 75086

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of STAFF LEASING NORTHWEST, INC., changing the corporate name to CYBER-IDAHO, INC., duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: July 17, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *L. D. [Signature]*

JUL 17 3 03 PM '95

**SECRET** **STATE** **DATE**  
**SECOND ARTICLES OF AMENDMENT**  
**TO ARTICLES OF INCORPORATION**  
**OF**  
**CYBER-IDAHO, INC. f/k/a STAFF LEASING NORTHWEST, INC.**

1. The name of the corporation is changed to CYBER-IDAHO, INC.

2. The following articles are hereby added to the original Articles of Incorporation, and any amendments:

ARTICLE VI.

1. Director Liability: A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

(a) acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director;

(b) conduct violating any statutory distributions by the corporation (which involves certain distributions by the corporation); or

(c) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or

*Pike & Gittins*

843 SEVENTH STREET  
P.O. BOX 191  
CLARKSTON, WA 99403  
(509) 758-2501

1 omissions of such director occurring prior to such  
2 appeal or modification.  
3

4 2. Indemnification. The corporation shall  
5 indemnify and advance expenses to its directors and  
6 officers as follows:  
7

8 The corporation may indemnify its directors and  
9 officers to the full extent permitted by the Idaho  
10 Business Corporation Act now or hereafter in force.  
11 However, such indemnity shall not apply on account of:  
12 (a) acts or omissions of the director and officer  
13 finally adjudged to be intentional misconduct or a  
14 knowing violation of law; (b) conduct of the director  
15 and/or officer finally adjudged to be in violation of  
16 any statutory distributions, or (c) any transaction  
17 with respect to which it was finally adjudged that such  
18 director and officer personally received a benefit in  
19 money, property, or services to which the director was  
20 not legally entitled.  
21

22 3. Implementation. The Board of Directors may  
23 take such action as is necessary to carry out these  
24 indemnification and expense advancement provisions. It  
25 is expressly empowered to adopt, approve, and amend  
26 from time to time such bylaws, resolutions, contracts,  
27 or further indemnification and expense advancement  
28 arrangements as may be permitted by law, implementing  
29 these provisions. Such bylaws, resolutions, contracts,  
30 or further arrangements shall include, but not be  
31 limited to implementing the manner in which  
32 determinations as to any indemnity or advancement of  
33 expenses shall be made.  
34

35 4. Service for Other Entitles. The indemni-  
36 fication and advancement of expenses provided under  
37 this Article shall apply to directors and officers of  
38 the Corporation for both (a) service in such capacities  
39 for the Corporation, and (b) service at the  
40 Corporation's request as a director, officer, partner,  
41 trustee, employee, or agent of another foreign or  
42 domestic corporation, partnership, joint venture,  
43 trust, employee benefit plan, or other enterprise. A  
44 person is considered to be serving an employee benefit  
45 plan at the Corporation's request if such person's  
46 duties to the Corporation also impose duties on, or  
47 otherwise involve services by, the director to the plan  
48 or to participants in or beneficiaries of the plan.  
49

50 The corporation has the power to indemnify, and to  
51 purchase and maintain insurance for, its directors,

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1 officers, trustees, employees, and other persons and  
2 agents, and (without limiting the generality of the  
3 foregoing) shall indemnify its directors against all  
4 liability, damage, and expenses arising from or in  
5 connection with service for, employment by, or other  
6 affiliation with this corporation or other firms or  
7 entities to the maximum extent and under all  
8 circumstances permitted by law.  
9

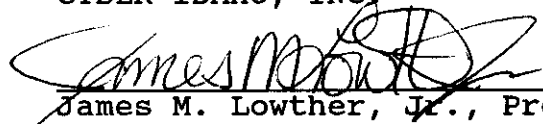
10 ARTICLE VII.

11 Shareholders of the corporation shall not have  
12 cumulative voting rights for directors.  
13

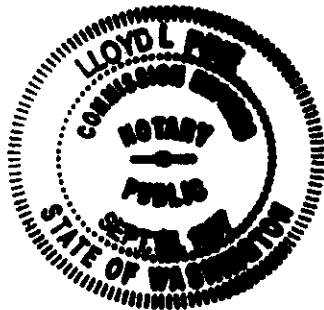
14 3. The date of the adoption of said amendment by the Board  
15 of Directors of the corporation is July 10, 1995.


16 DATED this 10th day of July, 1995.

17 CYBER-IDAHO, INC.

18   
19  
20 James M. Lowther, Jr., President  
21

22  
23 SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of  
24 July, 1995.  
25



33   
34 Notary Public in and for the State  
35 of Washington, residing at  
36 Clarkston

37 Commission expires: 9/26/97