

FILED/EFFECTIVE

To the Secretary of State of the State of Idaho:

OCT 31 AM 8:51

STATE OF IDAHO

**AMENDED AND
RESTATED ARTICLES OF INCORPORATION
of
Square One, Inc.**

Pursuant to the provisions of section 30-1-1007 of the Idaho Business Corporation Act, the undersigned corporation, by a resolution duly adopted by its Board of Directors, hereby adopts the following amended and restated Articles of Incorporation as follows:

FIRST

The name of the corporation is Square One, Inc. **is amended to read:**

ARTICLE I

Name

The name of the corporation is SquareOne, Inc.

SECOND

The corporation is to have perpetual existence. **is deleted in its entirety.**

THIRD

The purposes and objects for which the corporation is organized include the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code). **is amended to read:**

ARTICLE II

Purpose

The purpose or purposes for which this corporation is organized is to assist people in affecting positive change in their lives, through the conduct of intervention programs for at-risk youth and families, with a focus on high-impact, experiential wilderness and outdoor programs, and related activities, and to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the pursuit of the foregoing specifically described and related purposes.

IDAHO SECRETARY OF STATE
10/31/2001 05:00
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FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: One Thousand (1000). Such shares are to consist of one class only. The par value of each of such shares shall be: One Dollar (\$1.00), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable. **and**

FIFTH

All of the shares issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares. **and**

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation. **are deleted in their entirety and replaced by:**

ARTICLE III **Authorized Shares**

The aggregate number of shares the corporation is authorized to issue shall be ten thousand (10,000) shares, all of which shall have one dollar (\$1.00) par value. Eight thousand (8,000) of such shares shall be Class A voting shares, and two thousand (2,000) of such shares shall be Class B non-voting shares. The Class A shares and the Class B shares shall have identical rights except that the Class B shares shall not entitle the holder thereof to vote on any matter unless specifically required by law.

SEVENTH

The address of the initial register office of the corporation is:

325 Spear Ave.
Sagle, ID 83860

The name of the corporation's initial registered agent at such address is:

Robert W. Spear **is amended to read:**

ARTICLE IV **Registered Office and Registered Agent**

The registered office of the corporation is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814. The corporation's registered agent at that address is Janet D. Robnett.

EIGHTH

The number of directors constituting the initial Board of Directors is: Four (4).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders or until their successors be elected and qualify are:

Robert W. Spear	325 Spear Ave., Sagle, Id 83860
Lawrence Blakey	324 S. Boyer Ave., Sandpoint, ID 83864
Mary F. Sims	PO Box 2032, Bonners Ferry, ID 83805
Robert C. Brown	2054 W. Ashley Ave., Coeur D'Alene, ID 83815 and

NINTH

The names and address of the incorporator is:

Robert W. Spear 325 Spear Ave., Sagle, ID 83860 **are amended to read:**

ARTICLE V

Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors currently authorized is four (4). The authorized number of directors of the corporation may be fixed or changed from time to time, by the shareholders or the Board of Directors. Directors need not be residents of the State of Idaho or shareholders of the corporation. The names and addresses of the persons serving as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Robert W. Spear	325 Spear Avenue Sagle, ID 83860
Lawrence Blakey	324 South Boyer Avenue Sandpoint, ID 83864
Mary F. Sims	P.O. Box 2199 Coeur d'Alene, ID 83816
Robert C. Brown	2054 West Ashley Avenue Coeur d'Alene, ID 83815

The following Articles were added by amendment:

ARTICLE VI

Bylaws

The initial bylaws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by

action of the shareholders, shall be vested in the board of directors. The bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VII
No Cumulative Voting

Each outstanding share of Class A voting shares of the corporation shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. Shareholders do not have the right to cumulate their votes for directors.

ARTICLE VIII
Indemnification

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, 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 Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).


ARTICLE IX
Limitation of Liability

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

The foregoing restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

The amended and restated Articles of Incorporation were adopted by the Board of Directors at its organizational meeting on March 27, 2001.

The amended and restated Articles of Incorporation were adopted pursuant to section 30-1-1005 of the Idaho Business Corporation Act solely by its Board of Directors since none of the corporation's shares had yet been issued.

Dated: 10/29/01
Signed by: 
Its: Vice President, Treasurer

SquareOne, Inc.
424 Sherman Avenue, Suite 208
Coeur d'Alene, ID 83814

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SquareOne, Inc.**

**ARTICLE I
Name**

The name of the corporation is SquareOne, Inc.

**ARTICLE II
Purpose**

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