

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOHN RALPH, INC.**

**2016 AUG 18 AM 10: 52  
SECRETARY OF STATE  
STATE OF IDAHO**

The Articles of Incorporation of John Ralph, Inc. ("**Corporation**") are amended and restated in their entirety as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is John Ralph, Inc.

**ARTICLE 2  
DURATION**

The Corporation's duration is perpetual.

IDAHO SECRETARY OF STATE  
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**ARTICLE 3  
PURPOSES OF THE CORPORATION**

The Corporation's purposes include the transaction of any lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, Idaho Code §§ 30-29-101 *et seq.* (the "**Act**").

**ARTICLE 4  
SHARES**

**4.1 Capital Stock.** This Corporation is authorized to issue a total of one million (1,000,000) shares of capital stock (no par value), consisting of one class of "**Common Stock**."

**4.2 Transfer.** No shareholder of the Corporation may sell or transfer shares except to another person that is eligible to be a shareholder of the Corporation.

**4.3 Reacquired Common Stock.** Unless a resolution of the Board of Directors provides otherwise, reacquired shares of Common Stock will constitute authorized and unissued shares. The Corporation may hold, use, resell, cancel or disposed of such reacquired Common Stock free of any restrictions that would be imposed on the original issuance of Common Stock.

**4.4 Preemptive Rights.** Shareholders have no preemptive right to acquire unissued shares or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

**4.5 Voting.** Subject to the other terms of these Articles of Incorporation and to the Corporation's Bylaws, each shareholder of record of shares of stock of the Corporation that is

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entitled to vote on any matter submitted to a vote at a meeting of shareholders is entitled to one vote for each share of Common Stock registered in the shareholder's name on the books of the Corporation at the record date for determination of shareholders entitled to vote on such matters. Shareholders of the Corporation may cumulate their votes when voting for the election of directors.

**ARTICLE 5  
REGISTERED OFFICE AND AGENT**

The name of the Corporation's noncommercial registered agent and the street address of the business office of that person is:

Name:	Matthew R. Heim
Street address:	1117 East Plaza Drive, Suite F Eagle, ID 83616

**ARTICLE 6  
BOARD OF DIRECTORS**

**6.1 Corporate Powers.** The Board of Directors manage the business and affairs of the Corporation, and have all corporate powers of the Corporation, subject to any limitation set forth in the Corporation's Bylaws or a shareholder agreement authorized under Section 30-29-732 of the Act.

**6.2 Board of Directors.** The number of directors who constitute the Board of Directors is three (3). The names and addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
Joshua A. Scott	1117 East Plaza Drive, Suite F Eagle, ID 83616
Matthew R. Heim	1117 East Plaza Drive, Suite F Eagle, ID 83616
Michael B. Scott	1117 East Plaza Drive, Suite F Eagle, ID 83616

**ARTICLE 7  
AMENDMENT OF ARTICLES AND BYLAWS**

**7.1 Reservation of Right to Amend.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

**7.2 Bylaws Amendment by Board of Directors.** The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, provided such alteration, amendment, or repeal is not prohibited by these Articles of Incorporation, and subject to repeal or change by vote of holders of a majority of shares of the Corporation's Common Stock.


**ARTICLE 8  
LIMITATION OF LIABILITY AND INDEMNIFICATION**

**8.1 Limitation of Liability.** A director of this Corporation will not be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director except for liability for (i) the amount of a financial benefit received by a director to which the director is not entitled, (ii) an intentional infliction of harm on the Corporation or the shareholders, (iii) a violation of Idaho Code § 30-29-833, or (iv) an intentional violation of criminal law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation will be eliminated or limited to the fullest extent permitted by the Act, as so amended.

**8.2 Indemnification.** The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law. If the Act or any other applicable law is amended to permit greater indemnification of directors or officers, then the directors or officers, as applicable, will be entitled to such greater rights as permitted by the amendment to the Act or other applicable law. The Corporation may, but is not required to, indemnify employees or other agents of the Corporation, as determined by the Board of Directors. The board of directors is 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 of the Corporation or otherwise.

**8.3 Accrual of Rights.** Any repeal or modification of this Article 8 by the shareholders of the Corporation will not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

These Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation as of June 30, 2016.

By:   
Matthew R. Heim, President

**JOHN RALPH, INC.**

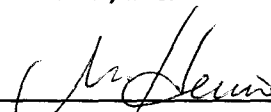
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION**

1. **NAME.** The name of the corporation is John Ralph, Inc.
2. **TEXT OF AMENDMENTS.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement. The amendments add provisions with respect to shareholder meetings and voting, directors, and related matters.
3. **DATE OF APPROVAL.** The amended and restated articles of incorporation were adopted effective as of June 30, 2016.
4. **MANNER OF APPROVAL.** The amended and restated articles of incorporation were duly approved by the corporation's shareholders in the manner required by the Idaho Business Corporation Act and the corporation's articles of incorporation.
5. **SIGNATURE.**

**JOHN RALPH, INC.**

Date: June 30, 2016

By: \_\_\_\_\_

  
Matthew R. Heim  
President