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CLERK OF STATE  
STATE OF IDAHO

**RESTATED ARTICLES OF INCORPORATION  
OF**

**ADVANCED RELATIONAL TECHNOLOGY, INC.**

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned, being the President and Secretary of ADVANCED RELATIONAL TECHNOLOGY, INC., an Idaho corporation (hereinafter referred to as this "Corporation"), for the purpose of restating the Articles of Incorporation of this Corporation, do hereby certify that: (i) the name of this Corporation is ADVANCED RELATIONAL TECHNOLOGY, INC.; (ii) these Restated Articles of Incorporation restate in their entirety the Articles of Incorporation of this Corporation, as heretofore amended and as amended by Articles of Amendment of even date, without further amendment thereof; (iii) these Restated Articles of Incorporation were duly adopted on the date hereof, in accordance with the provisions of the Idaho Business Corporation Act, and (iv) these Restated Articles of Incorporation supersede the original Articles of Incorporation of this Corporation and all prior amendments to them; and the undersigned therefore certify and adopt the following Restated Articles of Incorporation (hereinafter referred to as these "Articles of Incorporation"):

**ARTICLE I**

**Corporate Name, Duration, Purposes and Powers**

**Section 1.1 Name.** The name of this Corporation is ADVANCED RELATIONAL TECHNOLOGY, INC.

**Section 1.2 Duration.** The existence of this Corporation shall be perpetual.

**Section 1.3 Corporate Purposes and Powers.** This Corporation is organized for the purposes of engaging in the business of development and sale of computer software and engaging in any other lawful business which its Board of Directors may at any time deem advantageous to this Corporation. This Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs, and the power to do all things which in the judgment of its Board of Directors will directly or indirectly promote the welfare and interests of this Corporation; including, without limitation, all of the powers granted by law, these Articles of Incorporation or the Bylaws of this Corporation.

IDAHO SECRETARY OF STATE  
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## ARTICLE II

### Shares and Shareholders

**Section 2.1 Authorized Shares.** The total number of shares of capital stock authorized and which may be issued by this Corporation is one hundred thousand (100,000) shares of common stock, with no par value.

**Section 2.2 Preemptive Rights.** The shareholders of this Corporation shall not have the preemptive right to acquire unissued shares of the stock of this Corporation.

**Section 2.3 Restriction on Transfers of Stock.** No shareholder shall transfer, assign, sell, pledge, hypothecate, grant a security interest in or otherwise dispose of any of the shares of capital stock of this Corporation, or the stock certificates representing the same, or any interest therein, without first: (i) obtaining the written consent of this Corporation, which consent shall not be unreasonably withheld or delayed; (ii) complying with such additional conditions and restrictions, if any, as may be specified in the Bylaws of this Corporation; and (iii) if a Shareholder Agreement between this Corporation and its shareholders is then in effect, complying with such additional conditions and restrictions as may be specified therein. Any transfer of shares of the capital stock of this Corporation in violation of this Section shall be void, and no such attempted transfer of shares shall be recognized by transfer or change of registration of such shares on the books of this Corporation. Shares subject to any such attempted transfer shall not be entitled to vote and no dividends shall be paid thereon during the period of any such violation hereof. This disqualification shall be in addition to and not in lieu of any other available remedy for a violation hereof.

## ARTICLE III

### Directors

**Section 3.1 Number of Directors.** The number of directors of this Corporation shall be specified in the Bylaws of this Corporation.

**Section 3.2 Powers of Directors.** All powers of this Corporation shall be exercised under the authority of, and the business and affairs of this Corporation shall be managed under the direction of its Board of Directors. In the management and control of the property, business and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation itself, so far as this delegation of authority is not inconsistent with law, these Articles of Incorporation or the Bylaws of this Corporation.

**Section 3.3    Election of Directors.** The procedures for nomination and election of directors shall be specified in the Bylaws of this Corporation. The shareholders of this Corporation shall not have cumulative voting rights in the election of directors.

**Section 3.4    Liability of Directors.** No director of this Corporation shall be personally liable to this Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director; provided that this provision shall not eliminate or limit the liability of a director for: (i) receipt of a financial benefit to which such director is not entitled; (ii) an intentional infliction of harm on this Corporation or its shareholders; (iii) a violation of Section 30-1-833 of the Idaho Code; or (iv) an intentional violation of criminal law. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of director, then the liability of each director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. No repeal or modification of this Section shall adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification.

## **ARTICLE IV**

### **Indemnification**

**Section 4.1    Indemnification of Directors and Officers.** Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that such person is or was a director or officer of this Corporation or, being or having been such a director or officer, is or was serving at the request of this Corporation as director, officer, employee, trustee or agent of another corporation or of a partnership, joint venture, trust, limited liability company or other enterprise or entity (including service with respect to any retirement plan maintained by this Corporation and service with respect to any other employee benefit plan maintained by this Corporation) shall be indemnified and held harmless by this Corporation to the maximum extent and under all circumstances permitted by applicable law as then in effect, against all expenses, liabilities and losses (including, without limitation, attorney's fees, judgments, fines, ERISA excise taxes, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith. Such

indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of such person's heirs and personal representatives. No indemnification shall be provided under this Article, however, to any such person if this Corporation is prohibited by applicable law as then in effect from paying such indemnification. The right of indemnification conferred under this Article shall be a contract right and shall include the right to be paid by this Corporation for reasonable expenses incurred in defending any such proceeding in advance of its final disposition. The right of indemnification conferred on a director under this Article shall be determined without regard to the limitations in Section 30-1-851 of the Idaho Code; provided such indemnity shall not indemnify any director from or on account of: (i) receipt of a financial benefit to which such director is not entitled; (ii) an intentional infliction of harm on this Corporation or its shareholders; (iii) a violation of Section 30-1-833 of the Idaho Code; or (iv) an intentional violation of criminal law. Except as may be specifically limited by mandatory provisions of the Idaho Business Corporation Act, the right of indemnification of an officer shall be coextensive with the right of indemnification of a director and each officer shall be indemnified to the same extent as a director; provided such an indemnity shall not indemnify any officer from or on account of: (i) liability in connection with a proceeding by or in the right of this Corporation other than for reasonable expenses incurred in connection with the proceeding (the provisions of this clause shall apply to an officer who is also a director if the basis on which such officer is made a party to the proceeding is an act or omission solely as an officer); (ii) receipt by such officer of a financial benefit to which such officer is not entitled; (iii) an intentional infliction of harm on this Corporation or its shareholders; or (iv) an intentional violation of criminal law.

**Section 4.2    Indemnification Rights Non-Exclusive.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Corporation's Bylaws, these Articles of Incorporation, written agreement of this Corporation, vote of its shareholders, vote of its directors or otherwise.

**Section 4.3    Insurance and Contracts.** This Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, trustee or agent of this Corporation and any other corporation, partnership, joint venture, trust, limited liability company

or other entity (including any retirement plan maintained by this Corporation and any other employee benefit plan maintained by this Corporation) against any expense, liability or loss, whether or not this Corporation would have the power to indemnify such person against such expense, liability or loss under the Idaho Business Corporation Act. This Corporation may enter into contracts in writing with any director or officer of this Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

**Section 4.4    Indemnification of Employees and Agents.** This Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of such a proceeding to employees and agents of this Corporation pursuant to and with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers, or pursuant to rights granted under or provided by the Idaho Business Corporation Act or otherwise.

## **ARTICLE V**

### **Bylaws**

The Bylaws of this Corporation may contain any provision, not inconsistent with law or with these Articles of Incorporation, relating to the business of this Corporation, the conduct of its affairs, its rights or powers, or the rights or powers of its shareholders, directors, officers and employees. The Board of Directors of this Corporation shall have the power to amend or repeal the Bylaws of this Corporation or to adopt new Bylaws of this Corporation. The shareholders of this Corporation shall also have the power to amend or repeal the Bylaws of this Corporation or to adopt new Bylaws of this Corporation.

## **ARTICLE VI**

### **Stock Redemptions**

Shares of stock of this Corporation shall be redeemable upon the occurrence of such events as may be specified in the Bylaws of this Corporation or specified in any Shareholder Agreement then in effect entered into between this Corporation and its shareholders, which upon redemption shall be restored to the status of authorized but unissued shares. This Corporation shall be required to redeem the shares of stock of this Corporation and each shareholder of this Corporation shall be automatically deemed to have offered such shares for redemption upon the

occurrence of any of such events. The stock redemption price and terms shall be specified in the Bylaws of this Corporation or in a Shareholder Agreement entered into between this Corporation and its shareholders.

## **ARTICLE VII**

### **Transactions with Shareholders and Directors**

Except as may be expressly limited by law, these Articles of Incorporation or the Bylaws of this Corporation, this Corporation may enter into contracts and otherwise transact business with its shareholders and directors and with any corporation, partnership, joint venture, trust, limited liability company or other entity in which they or any of them are or may be or become interested as a shareholder, director, officer or otherwise, as freely as though such interests did not exist. In the absence of fraud and except as may be expressly otherwise required by law, no such contract or transaction shall be voided and no shareholder or director of this Corporation shall be held liable to account to this Corporation by reason of such interest; provided that the nature of such interest is disclosed or known to the Board of Directors of this Corporation at the meeting thereof at which such contract or transaction is authorized, confirmed or ratified. A general notice that a shareholder or director of this Corporation is interested in any corporation, partnership, joint venture, trust, limited liability company or other entity shall be sufficient disclosure with respect to all contracts and transactions with that corporation, partnership, joint venture, trust, limited liability company or entity, unless additional disclosures are specifically required under the Idaho Business Corporation Act.

## **ARTICLE VIII**

### **Shareholder Authorization or Ratification**

Any contract, transaction, or act of this Corporation, its Board of Directors or any officer of this Corporation which is authorized or ratified by a majority of a quorum of the holders of the issued and outstanding capital stock of this Corporation at any annual or special meeting of the shareholders shall, insofar as permitted by law, be as valid and binding as though authorized or ratified by every shareholder of this Corporation.

## **ARTICLE IX**


### **Amendments**

This Corporation reserves the right, except as may be otherwise specifically provided in these Articles of Incorporation or its Bylaws, to amend, alter, change or repeal any provision


contained in these Articles of Incorporation or in its Bylaws in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders of this Corporation are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned have hereunto set their hands as of the 27th day of June, 2003.

ADVANCED RELATIONAL  
TECHNOLOGY, INC.,  
an Idaho corporation

By:   
Greg J. Wells, President

ATTEST:

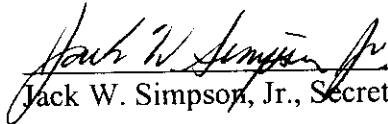
  
Jack W. Simpson, Jr., Secretary

**CERTIFICATE  
OF  
SECRETARY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned, being the Secretary of ADVANCED RELATIONAL TECHNOLOGY, INC., makes this Certificate with respect to the above and foregoing Restated Articles of Incorporation of ADVANCED RELATIONAL TECHNOLOGY, INC., of even date, and the undersigned does hereby certify as follows:

1. **Name.** The name of this Corporation is ADVANCED RELATIONAL TECHNOLOGY, INC.
2. **Amendment.** This restatement does not include any amendment to the Articles of Incorporation of this Corporation

**DATED** this 27<sup>th</sup> day of June, 2003.

  
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Jack W. Simpson, Jr., Secretary