

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION****OF
WOODBURN INC.**

2009 JUL 22 PM 2:29

SECRETARY OF STATE
STATE OF IDAHO**FILED EFFECTIVE**

The undersigned submits the following Second Amended and Restated Articles of Incorporation to the Idaho Secretary of State, which were duly approved on July 16, 2009, by the shareholder of the Corporation in the manner required by Title 30, Chapter 1, of the Idaho Code.

**ARTICLE I
Name of the Corporation**

The corporation's name is Woodburn Inc.

**ARTICLE II
Authorized Shares**

2.1 Number of Shares. The corporation is authorized to issue 10,000 shares of no par value common stock.

2.2 Rights of Common Stock. The holders of the common stock shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.

2.3 Voting of Common Stock. Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III
Registered Office Address and Agent**

The address of the registered office of the corporation is 14169 Locust Lane, Nampa, ID 83686. The name of the registered agent at such address is Carl R. Woodburn, Jr.

**ARTICLE IV
Address for Notices**

The mailing address of the corporation is: 14169 Locust Lane, Nampa, ID 83686.

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION - I

IDAHO SECRETARY OF STATE
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ARTICLE V Board of Directors

The size of the Board of Directors shall be as set forth in the Bylaws of the corporation. There is currently one Director of the corporation, who shall serve until his successor is elected as provided in the Bylaws. The current Director's name is: Carl R. Woodburn, Jr.

ARTICLE VI Liability of Directors

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VI shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 1, Idaho Code.

ARTICLE VII Indemnification

7.1 Indemnification. The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on account of (1) any breach of the Director's or officer's duty of loyalty to the corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution, or (4) any transaction from which the Director or officer derived an improper personal benefit.

7.2 Advancement of Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted.

Dated: July 16, 2009

WOODBURN INC.

By: Carl R. Woodburn, Jr.
Carl R. Woodburn, Jr., President

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