

FILED

APR 20 AM 8:24

STATE OF IDAHO

RESTATE ARTICLES OF INCORPORATION

OF

H & Q ENTERPRISES, INC.

to be known as

HART & COMPANY, LTD.

IDAHO SECRETARY OF STATE

04/20/1998 09:00
Ck: 1483 Cl: 2233 Bk: 102573

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Pursuant to the provisions of § 30-1-1007 of the Idaho Business Corporation Act, the undersigned corporation adopts the following amended and Restated Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Hart & Company, Ltd.

ARTICLE 2. Shares. The corporation is authorized to issue 2,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's registered office in the state of Idaho is 108 West 100 South, Rexburg, Idaho 83440. The name of the corporation's registered agent at such address is Steven J. Hart.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors as set and elected by the shareholders. The number of individuals now constituting the Board of Directors is two and the names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Steven J. Hart	285 Millhollow Road Rexburg, Idaho 83440
Cherri H. Hart	285 Millhollow Road Rexburg, Idaho 83440

ARTICLE 5. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, 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,

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- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 6. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or its shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

Certificate of Shareholder Approval

The undersigned corporation further certifies as follows:


1. The foregoing Restated Articles of Incorporation were approved and adopted by the shareholders of the corporation as of April 10, 1998.

2. The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

3. The number of shares voted for such Amended and Restated Articles of Incorporation was 1,000; and the number of shares voted against such Amended and Restated Articles of Incorporation was 0.

DATED April 14, 1998.

H & Q ENTERPRISES, INC.

By 
Steven J. Hart, President

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STATE OF IDAHO

**LETTER OF CONSENT
TO USE A SIMILAR CORPORATE NAME**

I, Tim Hart, of Hart Company, Inc. (An Idaho Corporation) McCall, Idaho,
consent to allow Steven J. Hart of Pocatello, Idaho to use the corporate name
"Hart & Company, Shastored" which is similar to mine.

Ltd.

T.H.

Tim Hart

Tim Hart

3/19/98

Date