

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

08 JUN 17 PM 2:38

OF

**SECRETARY OF STATE
STATE OF IDAHO**

BENCHMARK CUSTOM WOODWORKING, INC.

Effective June 16, 2008, and pursuant to Idaho Code § 30-1-1003 and § 30-1-1007, the following Amended and Restated Articles of Incorporation (the "**Amended Articles**") of Benchmark Custom Woodworking, Inc., an Idaho corporation (the "**Corporation**") are submitted for filing:

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is Benchmark Custom Woodworking, Inc.

**Article 2
PURPOSES OF THE CORPORATION**

The Corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**Article 3
SHARES**

3.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be 10,000 shares of voting common stock (without par value).

3.2 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

3.3 Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

3.4 Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes. Shareholders of the Corporation shall not have the right to cumulate their votes for Board of Directors.

**Article 4
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 1115 Heavens Gate Ct., McCall, Idaho, 83638. The name of the registered agent at such address is Timothy B. Myers.

IDAHO SECRETARY OF STATE
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**Article 5
BOARD OF DIRECTORS**

5.1 Board of Directors. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than five (5). Until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The name and address of such persons to serve as the directors are as follows:

Name	Address
Timothy B. Myers	P.O. Box 2501, McCall, Idaho, 83638
Samuel F. Katich	P.O. Box 2501, McCall, Idaho, 83638

**Article 6
INCORPORATOR**

For purposes of the Amended Articles, the name and address of the Incorporator is set forth in the original Articles of Incorporation filed February 14, 2008.

**Article 7
LIMITATION OF LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, 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 § 30-1-833, or (iv) an intentional violation of criminal law.

**Article 8
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 9
MANNER OF ADOPTION**

The shareholders unanimously approved and duly adopted these Amended Articles on June 3, 2008 as required by Title 30, Idaho Code.

**Article 10
EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Amended Articles on June 16, 2008.

By: 
Samuel F. Katich
Its: President