

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

HYDE DRIFT BOATS, INC.

Pursuant to the provisions of Section 30-1-1007 of the Idaho Business Corporation Act, Hyde Drift Boats, Inc., has adopted these Amended and Restated Articles of Incorporation, as follows:

1. **Name.** The name of the corporation is HYDE DRIFT BOATS, INC.

2. **Corporate purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

3. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be one million (1,000,000), all of which shall be common voting stock having no par value.

4. **Registered office and agent.** The registered office of the corporation is 1500 Pancheri Drive, Idaho Falls, Idaho 83402, and the name of its registered agent at that address is LaMoyne Hyde.

5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the board of directors may range between one (1) and twelve (12) and may be fixed or changed from time to time, within the minimum and maximum, by the shareholders or the Board of Directors. The number of directors presently authorized is seven (7).

6. **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).

7. **Limitation of Liability.** No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty 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; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. **Amendment and Restatement.** The corporation's Articles of Incorporation, originally filed with the Idaho Secretary of State on January 26, 2005, are hereby

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1 @ 30.00 = 30.00 AMEND PROF # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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Hyde Drift Boats Am_Art_Incorp.dcd F # 2

amended and restated in their entirety as set forth above (the "Amended and Restated Articles of Incorporation").

9. Date of Adoption. The corporation's Amended and Restated Articles of Incorporation were adopted by the unanimous consent of the corporation's shareholders and directors on May 31, 2005.

10. Number of Shares Outstanding and Number of Shares Entitled to Vote. The number of shares outstanding and the number of shares entitled to vote on the Amended and Restated Articles of Incorporation were as follows:

| <u>OUTSTANDING SHARES</u> | <u>SHARES ENTITLED TO VOTE</u> |
|---------------------------|--------------------------------|
| 1,000,000 | 1,000,000 |

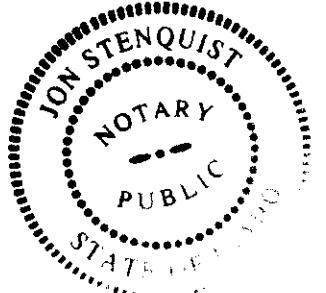
11. Vote on Amendment and Restatement. The number of shares voting for adoption of the Amended and Restated Articles of Incorporation was one million (1,000,000), and the number of shares voting against adoption of the Amended and Restated Articles of Incorporation was zero (0). The adoption of the Amended and Restated Articles of Incorporation was unanimously approved by the shareholders of the corporation.

CERTIFICATE

LaMoine Hyde and J. Ann Hyde, being the duly-elected President and Secretary of the Corporation, respectively, do hereby certify and affirm that the information set forth above is true and correct.

LaMoyne Hyde, President

SUBSCRIBED AND SWORN to before me this 31st day of May, 2005.

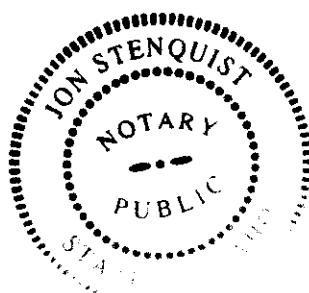


NOTARY PUBLIC FOR IDAHO

Residing at Idaho Falls, Idaho
My Commission Expires 10/29/09

J. Ann Hyde, Secretary

SUBSCRIBED AND SWORN to before me this 31 day of May, 2005.



NOTARY PUBLIC FOR IDAHO

NOTARY PUBLIC FOR IDAHO

Residing at 10010 Park St., L.D.
My Commission Expires 10/29/09

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