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SECRETARY OF STATE  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**W. E. GUNDY AND ASSOCIATES, INC.**

The Articles of Incorporation of W. E. Gundy and Associates, Inc. are amended and restated in their entirety effective as of September 1, 2012, as follows:

**Article 1  
NAME OF THE CORPORATION**

The name of the corporation is W. E. Gundy and Associates, Inc. (the "**Corporation**").

**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 ten thousand (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. Except as specifically provided in Section 3.5, the Bylaws of the Corporation (as amended), at a meeting in which a quorum is present (as provided in the Bylaws), action on any matter is approved upon the vote of seventy-five percent (75%) of the issued and outstanding stock of the Corporation.

**3.5 Cumulative Voting.** With respect to the election of directors of the Corporation, the shareholders of the Corporation shall have the right to cumulate their votes.

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**Article 4**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 124 Broadway Avenue Boise, ID 83702. The name of the registered agent at such address is Susan C. Gundy.

**Article 5**  
**BOARD OF DIRECTORS**

**5.1 Initial Board of Director.** The number of directors constituting the board of directors of the Corporation will be no less than three (3) and no greater than seven (7). Until changed as provided in the Corporation's Bylaws (i) the number of directors who constitute the Board of Directors is four (4) and (ii) at least one member of the Board of Directors must be an independent director, where "independent" is defined as any third party who is not (a) a shareholder of the Corporation, (b) affiliate of a shareholder of the Corporation, or (c) related to a shareholder of the Corporation. The name and address of such persons to serve as the directors are as follows:

<b>Name</b>	<b>Address</b>
William E. Gundy	P.O. Box 2900 Hailey, ID 83333
David E. Gundy	124 Broadway Avenue Boise, ID 83702
Travis Soppe	124 Broadway Avenue Boise, ID 83702
Erica Upham	124 Broadway Avenue Boise, ID 83702

**Article 6**  
**AMENDMENT OF ARTICLES AND BYLAWS**

**6.1 Reservation of Right to Amend.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Amended and Restated Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the Corporation are granted subject to this reservation.

**6.2 Bylaws Amendment by Board of Directors.** The Board of Directors is authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to the vote of seventy-five percent (75%) of the shares of the Corporation's Stock.

**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. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

## **Article 8 INDEMNIFICATION**

**8.1 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). Without limitation of the foregoing, 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 he 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.

**8.2 Accrual of Rights.** Any repeal or modification of this Article 8 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.


## **Article 9 APPROVAL**

**9.1 Approval by Directors.** These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on August 31, 2012.

**9.2 Shareholder Approval.** Shareholder approval to the Amended and Restated Articles of Incorporation were required, and were adopted by unanimous consent of shareholders, as required by Chapter 1, Title 30 of the Idaho Code.

## **Article 10 EXECUTION**

For the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Idaho, the undersigned has executed these Amended and Restated Articles of Incorporation on the 31st day of August, 2012.

By:   
William Gundy, President