

FILED EFFECTIVE

05 JUN -9 PM 2:26

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

UNITY CORPORATION, INC.

Effective as of June 9, 2006 (the "**Effective Date**"), the Amended and Restated Articles of Incorporation of Unity Corporation, Inc., (the "**Corporation**") are in their entirety as follows:

**Article 1**  
**NAME OF THE CORPORATION**

The name of the Corporation is "Unity Corporation, Inc."

**Article 2**  
**PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is organized is to (i) produce and distribute Christian media content and (ii) to do any and all other lawful activities.

**Article 3**  
**SHARES**

**3.1 Authorized Shares.** The aggregate number of shares the Corporation is authorized to issue shall be 1,000,000, with no par value, consisting of 1,000,000 common shares of voting stock (the "**Common Stock**").

**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.

**Article 4**  
**PREEMPTIVE RIGHTS**

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

**Article 5**  
**CUMULATIVE VOTING**

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

IDAHO SECRETARY OF STATE  
06/09/2006 05:00  
CK: 103587 CT: 1177 BH: 959285  
1 0 30.00 = 30.00 AMEND PROF # 2

C106279

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF UNITY CO

**Article 6**  
**NOTICE OF MEETINGS AND VOTING**

**6.1 Notice.** Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

**6.2 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.

**Article 7**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 5301 Emerald St., Boise, Idaho 83706, and the name of the registered agent at such address is Michael Boerner.

**Article 8**  
**BOARD OF DIRECTORS**

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). Under the Amended and Restated Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is three (3). The names and addresses of such persons to serve as the directors are as follows:

<u>Name</u>	<u>Address</u>
Michael Boerner	5301 Emerald St. Boise, Idaho 83706
George Gersema	1301 S. Vista Ave., Suite 200 Boise, Idaho 83705
Ken Wilde	2760 E Fairview Ave Meridian, Idaho 83642

**Article 9**  
**INCORPORATOR**

For purposes of the Articles of Incorporation, the name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Michael Boerner	5301 Emerald St. Boise, Idaho 83706


**Article 10**  
**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 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.

**Article 11**  
**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).

Dated: June 9, 2006

By:   
Michael Boerner, President