

**ARTICLES OF AMENDMENT
AND
REVISED AND RESTATED
ARTICLES OF INCORPORATION OF
CONSILIO BUSINESS MANAGERS, INC.**

2017 MAY 23 PM 2:36

SECRETARY OF STATE
STATE OF IDAHO

Idaho Code § 30-2004 allows an existing business corporation to become a benefit corporation by amending its articles of incorporation stating it is a benefit corporation. This amendment must be approved by at least $\frac{2}{3}$ of the shareholders entitled to vote. Effective May 22, 2017, the undersigned, being the sole shareholder of Consilio Business Managers, Inc., and pursuant to the Idaho Benefit Corporation Act, hereby duly adopts these Articles of Amendment and revises and restates the Articles of Incorporation adopted October 1, 2014, as follows.

**Article 1
NAME & STATUS OF THE CORPORATION**

The name of the Corporation is "Consilio Business Managers, Inc." The Corporation is an Idaho benefit corporation pursuant to the Idaho Benefit Corporation Act, Title 30, Chapter 20, Idaho Code.

**Article 2
SHARES**

2.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be ten thousand (10,000), with no par value, consisting of 10,000 shares of common stock.

2.2 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, sold, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 3
PREEMPTIVE RIGHTS**

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

**Article 4
VOTING RIGHTS**

4.1 Generally. Each outstanding share of common stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, including without limitation the election of directors of the Corporation and other corporate purposes.

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4.2 Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for directors.

Article 5

BOARD OF DIRECTORS

5.1 Number. The number of directors constituting the Board of Directors of the Corporation shall be no less than one (1) and no greater than seven (7). Until changed as provided in the Corporation's Bylaws, the number of directors authorized to constitute the board of directors is one (1).

5.2 Standards of Conduct for Directors.

- a. In discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board and individual directors shall consider the effects of any action or inaction on:
 - i. The Shareholders of the Corporation;
 - ii. The employees of the Corporation;
 - iii. The subsidiaries and suppliers of the Corporation;
 - iv. The interests of customers as beneficiaries of the general public benefit or specific public benefit purposes of the Corporation;
 - v. Community and social factors, including those of each community in which offices or facilities of the Corporation, its subsidiaries, or its suppliers are located;
 - vi. The local and global environment;
 - vii. The short-term and long-term interests of the Corporation, including benefits that may accrue to the benefit corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Corporation; and
 - viii. The ability of the Corporation to accomplish its general public benefit purpose and any specific public benefit purpose.
- b. In discharging the duties of their respective positions and in considering the best interests of the Corporation, the Board of Directors, committees of the Board and individual directors may also consider any other pertinent factors or the interests of any group that they deem appropriate.
- c. The Board of Directors, committees of the Board and individual directors of the Corporation need not give priority to a particular interest or factor referred to in Subsection (a) or (b) of this Section over any other interest or factor.

- d. The consideration of interests and factors in the manner required by this Section does not constitute a violation of Section 30-29-830, Idaho Code (standards of conduct for directors of general business corporations).

Article 6

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 413 W. Idaho St. #301, Boise Idaho 83702, and the name of the registered agent at such address is Rochelle deLong.

Article 7

LIMITATION OF LIABILITY

7.1 A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for: (i) any action or inaction in the course of performing the duties of a Director under Subsection (a) of Section 5.2 (Standards of Conduct of Directors) if the Director performed the duties of office in compliance with Idaho Code § 30-29-830 and Section 5.2 of these Articles; or (ii) failure of the Corporation to pursue or create general public benefit or specific public benefit.

7.2 A Director does not have a duty to a person that is a beneficiary of the general public benefit purpose or a specific public benefit purpose of the Corporation arising from the status of the person as a beneficiary.

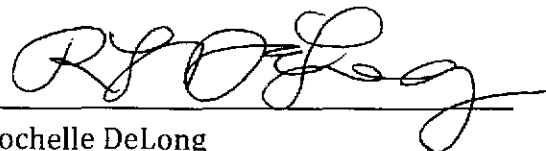
7.3 The Corporation shall indemnify a Director against liability (as defined in Idaho Code § 30-29-850(5)) to any person, for any action taken, or any failure to take action, as a Director except for liability for: (i) the amount of a financial benefit received by a Director to which they are not entitled; (ii) an intentional infliction of harm on the Corporation or the Shareholders; (iii) a violation of Idaho Code Section 30-29-833; or (iv) an intentional violation of criminal law.

Article 8

INDEMNIFICATION

Except as otherwise provided in these Articles, the Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act and Idaho Benefit Corporation Act, as they exists now and as may be amended amended (but in the case of amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than that provided prior to amendment).

Dated: May 22, 2017



Rochelle DeLong
Shareholder, Board President

IDAHO SECRETARY OF STATE
05/23/2017 05:00