

FILED AT THE REQUEST OF:
Vincent P. Corrao
233 E. Palouse River Drive
Moscow, ID 83843

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST MANAGEMENT, INC.

The undersigned, Vincent P. Corrao, hereby certifies that he is the President of Northwest Management, Inc., an Idaho corporation (the “*Corporation*”), and further certifies that:

By action taken at a meeting of the shareholders of the Corporation on February 15, 2020, and by written consent of the directors dated as of February 5, 2020, the amendment and restatement of the corporation’s Amended and Restated Articles of Incorporation set forth below was approved and duly adopted by the board of directors and shareholders of the Corporation.

The Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in accordance with Section § 30-29-1003 and 30-29-1007 of the Idaho Business Corporation Act (the “Act”) to read as follows:

ARTICLE 1
NAME

The name of the Corporation is “Northwest Management, Inc.”

ARTICLE 2
CAPITAL STOCK

A. Authorized Capital.

The total number of shares which the Corporation is authorized to issue is One Million (1,000,000) shares of common stock, One Cent (\$0.01) par value (“*Common Stock*”).

B. Voting Rights.

The holders of shares of Company Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Votes may not be cumulated.

Any action required or permitted by the Act to be taken at a shareholder meeting may be taken without a meeting, by an action in writing signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take action at a meeting at which all shares entitled to vote on the action were present and voted. Such action shall be taken in accordance with the provisions of the Bylaws of the Corporation and the Act.

C. Preemptive Rights.

Except as provided in that certain Share Transfer Agreement dated June 2, 2015 or by law, shareholders shall have no preemptive rights.

**ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

<u>Name</u>	<u>Address</u>
Vincent P. Corrao	233 E. Palouse River Drive Moscow, ID 83843

**ARTICLE 4
MAILING ADDRESS**

The mailing address of the Corporation shall be: PO Box 9748, Moscow, ID 83843.

**ARTICLE 5
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 6
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 7
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. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 8
INDEMNIFICATION AND LIMITATION ON LIABILITY**

A. Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the 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 Act permitted the Corporation to provide prior to such amendment).

B. Limitation on Liability.

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 9
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned submits these Amended and Restated Articles of Incorporation to the Secretary of State for the State of Idaho for filing.

DocuSigned by:

Vincent P. Corrao

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Vincent P. Corrao, President

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