

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOWNSEND PROPERTY MANAGEMENT, INC.

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STATE OF IDAHO

WHEREAS, Townsend Property Management, Inc. is an existing Idaho corporation. These Amended and Restated Articles are filed in compliance with the requirements of Idaho Code § 30-1-1106. In compliance with said sections of the Idaho Code the following statements are hereby made by Townsend Property Management, Inc.:

- A. The current name of the corporation is Townsend Property Management, Inc.;
- B. The text of the each amendment to the Articles of Incorporation is set forth hereafter;
- C. No amendment is made which provides for an exchange, reclassification or cancellation of issued shares;
- D. The date of adoption of each amendment was June 4, 2004; and
- E. Each amendment set forth herein was adopted by the unanimous written consent of all directors and all stockholders of Townsend Property Management, Inc.

NOW, THEREFORE, the following completely Amended and Restated Articles of Incorporation of Townsend Property Management, Inc. are as follows, and shall supersede all previous Articles of Incorporation or Amendments thereto:

- 1. **Name.** The name of the corporation hereafter shall be MP Management, Inc.
- 2. **Authorized Shares.** The aggregate number of shares the corporation is authorized to issue shall be 50,000 shares with One Dollar (\$1.00) par value, all of which shall be common voting stock.
- 3. **Registered Office and Agent.** The registered office of the corporation is 450 West 4th South, Rexburg, Idaho 83440, and its registered agent is Michelle P. Townsend.

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4. Voting Entitlement of Shares.

(a) Except as provided in sections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(c) Section (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

(e) Shareholders do not have the right to cumulate their votes for directors.

5. 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.

6. 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 Idaho Code § 30-1-732. The number of directors constituting the current board of directors shall be one (1), and the name and address of the person to serve as director until the next annual meeting of shareholders or until her successors are elected and qualified are:

NAME	ADDRESS
Michelle P. Townsend	450 West 4th South Rexburg, ID 83440

7. **Preemptive Rights.** The corporation elects not to have preemptive rights.

8. **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).

9. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders 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 Idaho Code § 30-1-833; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 4th day of June, 2004.

**TOWNSEND PROPERTY MANAGEMENT, INC.,
NOW KNOWN AS MP MANAGEMENT, INC.**

By: Michelle Petersen Townsend
MICHELLE P. TOWNSEND, President

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