

FILED EFFECTIVE

THE CAPROCK GROUP, INC.

11 MAY 20 PM 4:26

Articles of Amendment and Restatement

SECRETARY OF STATE  
STATE OF IDAHO

I, A. Craig Olson, being the duly elected President of The CAPROCK Group, Inc., an Idaho corporation (the "Corporation"), hereby certify as follows:

1. The name of the corporation is The CAPROCK Group, Inc.
2. The following resolution amending the Company's Certificate of Incorporation was adopted in the manner prescribed by the Idaho Business Corporation Act ("IBCA"):

RESOLVED, that the Corporation's articles of incorporation as in effect on the date hereof be amended and restated as set forth on the attached **Exhibit A** to add a new Article 3 (Director's Obligations); to delete obsolete or unnecessary information in Article 2 (Purposes of the Corporation), Article 3.2 (Treasury Shares), Article 4 (Cumulative Voting), Article 5 (Notice of Meetings and Voting), Article 6 (Registered Office and Agent), and Article 7 (Board of Directors); and to make certain stylistic changes to the remaining Articles.

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The date of adoption of this amendment by the directors was January 31, 2011. The date of approval of this amendment by the shareholders of the Corporation was January 31, 2011.
5. This amendment has been duly approved by the shareholders of the Corporation in the manner required by the IBCA and by the articles of incorporation of the Corporation.

Dated May 20 2011.

THE CAPROCK GROUP, INC.

  
A. Craig Olson, President

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**THE CAPROCK GROUP, INC.**

**Amended and Restated Certificate of Incorporation**

**ARTICLE 1  
NAME**

The name of this corporation is The CAPROCK Group, Inc. (the "**Corporation**").

**ARTICLE 2  
CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,500,000 shares of Common Stock, no par value.

**ARTICLE 3  
OBLIGATIONS OF DIRECTORS**

A. In discharging his or her duties, and in determining what is in the best interests of the Corporation and its shareholders, a Director shall consider such factors as the Director deems relevant, including, but not limited to, the long-term prospects and interests of the Corporation and its shareholders, and the social, economic, legal, or other effects of any action on the current employees and clients of the Corporation, and the communities in which the Corporation operates (collectively with the shareholders, the "**Stakeholders**"), together with the short-term and long-term interests of its shareholders and the effect of the Corporation's operations on the economy of the state, the region, and the nation.

B. Any Director is entitled to rely upon the definition of "best interests" as set forth above in enforcing his or her rights under these Bylaws and under state law, and such consideration of what is in the Corporation's and shareholders' "best interests" shall not, absent another breach, be construed as a breach of a Director's fiduciary duties under Idaho law, even in the context of a transaction where, as a result of weighing other Stakeholder's interests, a Director votes to accept an offer involving a change in control of the Corporation, even if the offer carries a lower price per share than other competing offers.

C. Notwithstanding a Director's obligation to consider the factors listed above, nothing in this Article 3, including the obligations imposed by it, whether express or implied, is intended to grant or create, nor shall it grant or create, any right or cause of action in or for any person or entity, except for a Director's rights set forth in Section 3.B above.

**ARTICLE 4**  
**LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by the Act, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this Corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE 5**  
**INDEMNIFICATION OF DIRECTORS**

To the fullest extent permitted by the Act, this Corporation shall indemnify its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advancement of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.