

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

2015 JUN 24 AM 8:23

OF

**SECRETARY OF STATE
STATE OF IDAHO**

BLAINE COUNTY TITLE, INC.

The undersigned, Daryl J. Fauth, hereby certifies that he is, and at all times herein mentioned has been, the President of BLAINE COUNTY TITLE, INC., an Idaho corporation (the "Corporation"), and further certifies that:

1. The amendment and restatement set forth below to the Corporation's Articles of Incorporation was duly adopted by the Board of Directors and the Shareholders of the Corporation by unanimous consent without a meeting as of July 1, 2013.

2. The Articles of Incorporation of this Corporation are amended and restated in their entirety in accordance with Section 30-1-1007 of the Idaho Business Corporation Act (the "Act") to read as follows:

ARTICLE 1

NAME

The name of the Corporation is BLAINE COUNTY TITLE, INC.

ARTICLE 2

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.

IDAHO SECRETARY OF STATE

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ARTICLE 3

PRINCIPAL OFFICE

The principal office of the corporation in the State of Idaho is located at 360 Sun Valley Road, P.O. Box 3176; Ketchum, Idaho 83340.

ARTICLE 4

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 5

CAPITAL STOCK

A. Authorized Capitalization. The total number of shares the Corporation shall have authority to issue is 11,250 shares, all of one class, with no par value ("Common Stock"). Common stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash or by services rendered to the Corporation or by real and personal property transferred to it. Shares of stock then issued in exchange for services or property pursuant to resolution by the Board of Directors shall thereupon become and shall be fully paid up the same as though paid for in cash at par and shall be nonassessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

B. Voting Rights. The holders of shares of Common 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, and cumulative voting of shares is hereby authorized.

ARTICLE 6

BOARD OF DIRECTORS

A. Number of Directors. The number of directors shall be at least three (3), but not more than thirteen (13). Directors need not be shareholders.

B. Powers of Directors. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

- a. To make, alter, amend and repeal the Bylaws, but any Bylaws so made may be altered or amended or repealed by the affirmative vote of two-thirds of the shareholders having voting rights at any annual or special meeting.
- b. To authorize and issue, without shareholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board in its sole discretion may determine, and to pledge or mortgage as security therefor any real or personal property of the Corporation including after-acquired property.
- c. To determine whether any, and if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the shareholders, and to direct and determine other use and disposition of any such earned surplus.
- d. To fix the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose.
- e. To establish bonus, profit sharing, stock option, or other types incentive compensation plans for the employees, including Officers and Directors of the Corporation, and to fix the amount of profits to be shared or distributed, and to

determine the persons to participate in any such plans and the amount of their respective participations.

- f. To designate by resolution passed by a majority of the whole Board, an executive committee, which to the extent provided in such resolution or the Bylaws, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.
- g. By majority vote of the whole Board of Directors, to sell, lease or convey an part or all of the property and assets of the Corporation, including its goodwill, upon such terms and conditions and for such consideration as the Board of Directors may deem expedient and for the best interests of the corporation; provided, however, that the sale or disposal of all or substantially all of the property and assets shall be authorized or ratified by the affirmative vote of the holders of at least two-thirds (2/3) of the Common Stock then issued and outstanding; such vote to be taken at a meeting of the shareholders duly called for that purpose as provided by the laws of the State of Idaho.
- h. To determine from time to time whether and to what extent and what times and places and under what conditions the stock books and records of the Corporation shall be open for inspection by shareholders; and no shareholder shall have any right to inspect any stock records, account books, papers or records of this Corporation unless the request therefor shall be made in writing and in good faith and for an honest purpose and not for the purpose of injuring the corporation or interfering with its business.

- i. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any company of which one or more of its Directors are members, shareholders, officers, directors or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation during which the contract or transaction is acted upon, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors nevertheless authorize, approve, and ratify such contract or transaction by a vote of the majority of the disinterested Directors. The interested Directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable thereto.
- j. In addition to the powers and authority hereinafter or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these Restated Articles of Incorporation, and of the Bylaws of the Corporation.

ARTICLE 7

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office of the Corporation are:

Registered Agent	Registered Office
Daryl J. Fauth	360 Sun Valley Road Ketchum, Idaho 83340-3176

ARTICLE 8

INDEMNIFICATION AND LIMITATION ON LIABILITY

A. Personal 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.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Amended and Restated Articles of Incorporation, the Act or otherwise, the Corporation shall indemnify directors, officers, employees, fiduciaries, and other persons and all shall possess all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect

thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time.

ARTICLE 9

ELECTRONIC TRANSACTIONS

The Corporation adopts the Idaho Uniform Electronic Transactions Act, IC §§28-50-101 *et seq.*, as the same may be amended from time to time, and expressly authorizes the use and acceptance of Electronic Signatures and Electronic Records for all corporate records, documents, transactions or agreements, unless otherwise specifically stated.

ARTICLE 10

AMENDMENTS

These Articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds (2/3) of the shareholders entitled to vote in a meeting of the shareholders called for that purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned has subscribed these Amended and Restated Articles of Incorporation effective as of the 1st day of July, 2013.



Daryl J. Pauth, President