

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LEGAL ADVICE AND REFERRAL SERVICE PC**

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The Directors and Shareholders of **LEGAL ADVICE AND REFERRAL SERVICE PC**, an Idaho professional corporation, adopted a Resolution to set forth the proposed Amended and Restated Articles of Incorporation. The Directors set forth the Articles of Incorporation as herein amended and restated pursuant to the Idaho Business Corporation Act, and in accordance with the provisions of such sections the following information is set forth:

The undersigned natural person over the age of eighteen (18) years, acting as all of the Directors and Shareholders of a Corporation under the Idaho Business Corporation Act, having One Thousand (1,000) shares outstanding and One Thousand (1,000) shares entitled to vote, approved by unanimous vote on the 1<sup>st</sup> day of January, 1999, a resolution adopting the following Amended and Restated Articles of Incorporation for such corporation as follows:

**ARTICLE I - NAME**

The name of this Corporation is "**LEGAL ADVICE AND REFERRAL SERVICE PC**"

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in the practice of law and to provide allied services.

**ARTICLE IV - CAPITALIZATION**

This Corporation shall have authority to issue an aggregate of ten thousand (10,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No Par Value

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

IDAHO SECRETARY OF STATE

11/23/1999 09:00

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#### **ARTICLE V - PREEMPTIVE RIGHTS**

This Corporation elects to have preemptive rights.

#### **ARTICLE VI - CUMULATIVE VOTING**

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of shares of stock registered in the shareholder's name on the books of the Corporation, multiplied by the number of Directors to be elected.

#### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Darin J. Taylor

812-E, 12<sup>th</sup> Avenue South  
Nampa, Idaho 83651

#### **ARTICLE VIII - DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). All directors must be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is as follows:

Name

Address

Darin J. Taylor

812-E, 12<sup>th</sup> Avenue South  
Nampa, Idaho 83651

#### **ARTICLE IX - INCORPORATORS**

The name and address of the incorporator are as follows:

Name

Address

Darin J. Taylor

812-E 12th Avenue South  
Nampa, Idaho 83651

### **ARTICLE X - ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS**

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

### **ARTICLE XI - INDEMNIFICATION OF DIRECTORS & OFFICERS**

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

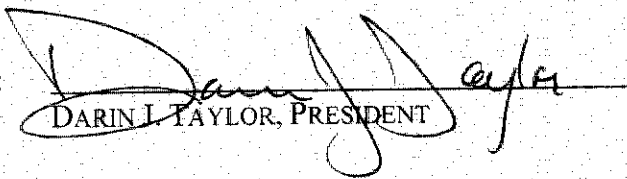
### **ARTICLE XII - LIMITED LIABILITY FOR SHAREHOLDERS**

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

IN WITNESS WHEREOF, we hereunto set our hands this 1<sup>st</sup> day of January, 1999.

LEGAL ADVICE & REFERRAL SERVICE, P.C.

BY:

  
DARIN I. TAYLOR, PRESIDENT

Attest:

BY:

  
VALERIE TAYLOR, SECRETARY