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SECRETARY OF STATE  
STATE OF IDAHO

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PROCLARITY CORPORATION**

PROCLARITY CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the Idaho Business Corporation Act (the "IBCA"), DOES HEREBY CERTIFY:

**FIRST:** The name of the corporation is PROCLARITY CORPORATION. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Idaho was March 14, 1997.

**SECOND:** These Amended and Restated Articles of Incorporation have been duly adopted in accordance with Section 30-1-1003, Section 30-1-1004, Section 30-1-1006 and Section 3-1-1007 of the IBCA. The Board of Directors of the Corporation have adopted resolutions setting forth the proposed Amended and Restated Articles of Incorporation, declaring their advisability, and directing that they be submitted to the stockholders of the Corporation for their approval; the holders of each class of stock of the Corporation having not less than the minimum number of votes of each class of stock that would be necessary to authorize or take such action at having voted in favor thereof.

**THIRD:** These Amended and Restated Articles of Incorporation restate and integrate and further amend the Articles of Incorporation of this Corporation by restating the text of the original Articles of Incorporation in full to read as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is PROCLARITY CORPORATION.

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is One Hundred (100) shares of no par value common stock.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is 300 North 6<sup>th</sup> Street, Boise, Idaho, 83702 and the name of the registered agent at such address is CT Corporation System.

IDAHO SECRETARY OF STATE *on*  
06/01/2006 05:00  
CK: 93590 CT: 20168 BH: 957567  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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**ARTICLE IV  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is One Microsoft Way, Redmond, Washington 98052-8300.

**ARTICLE V  
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE VI  
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Title 30 of the Idaho Business Corporation Act.

**ARTICLE VII  
DIRECTORS**

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified there. The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Keith R. Dolliver	One Microsoft Way Redmond, WA 98052-8300
Ben O. Orndorff	One Microsoft Way Redmond, WA 98052-8300

The initial directors shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified.

**ARTICLE VIII  
LIMITATION OF DIRECTOR LIABILITY**

A director is not personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, except for liability for:

- (a) The amount of a financial benefit received by a director to which he is not entitled;

- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of Section 30-1-833 of the Idaho Business Corporation Act; or
- (d) An intentional violation of criminal law.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

#### **ARTICLE IX INDEMNIFICATION OF DIRECTORS**

9.1 The corporation shall indemnify its directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) Receipt of a financial benefit to which he is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of Section 30-1-833 of the Idaho Business Corporation Act; or
- (d) An intentional violation of criminal law.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

9.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

9.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

**ARTICLE X  
TRANSACTIONS IN WHICH  
DIRECTORS HAVE AN INTEREST**

No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

\* \* \*

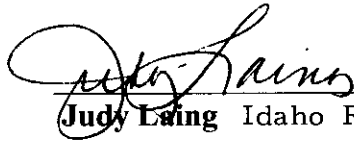
IN WITNESS WHEREOF, the undersigned has executed this Second Amended and Restated Articles of Incorporation this 31<sup>ST</sup> day of May, 2006.

  
Name: \_\_\_\_\_  
Title: SECRETARY

**REGISTERED AGENT CONSENT TO SERVE**

**C T CORPORATION SYSTEM, consents to be appointed Registered Agent  
for the business entity named below in the State of Idaho:**

**PROCLARITY CORPORATION**



\_\_\_\_\_  
**Judy Laing** Idaho Representative for CT Corporation

**May 30, 2006**