

FILED EFFECTIVE

**Amended and Restated  
Articles of Incorporation  
of  
ACCLIMA, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

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**Article I. Name**

The name of the corporation is Acclima, Inc. ("Corporation").

**Article II. Authorized Shares**

The aggregate number of shares the Corporation is authorized to issue shall be one million six hundred fifty thousand (1,650,000) shares of common voting stock. The par value of each share is no par.

**Article III. Registered Office and Agent**

The address of the registered office of the Corporation is 2260 East Commercial Street, Meridian, Idaho, 83642 and its registered agent at that address is Scott K. Anderson.

**Article IV. Incorporator**

The name and address of the Incorporator is:

Scott K. Anderson                      500 River Heights Dr., Meridian, Idaho 83642

**Article V. Voting Entitlement of Shares**

**Section 5.01 In General**

Except as provided in Sections 5.02 and 5.04, and Article VIII, below, each outstanding share of common voting stock is entitled to one (1) vote on each matter voted on at shareholders' meetings.

**Section 5.02 Treasury Shares**

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

**Section 5.03 Exception for Shares Held in a Fiduciary Capacity**

Section 5.02 does not limit the power of Corporation to vote any common voting share, including its own shares, held by it in a fiduciary capacity.

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#### **Section 5.04 Redeemable Shares**

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.

#### **Article VI. Initial Board of Directors**

The number of directors constituting the initial board of directors of the corporation is two (2) whose names and addresses are:

Scott K. Anderson	500 River Heights Dr., Meridian, ID 83642
Diane D. Anderson	500 River Heights Dr., Meridian, ID 83642

#### **Article VII. Corporate Purpose**

The purpose(s) 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 as amended.

#### **Article VIII. Cumulative Voting**

All shareholders of common voting stock are entitled to cumulate their votes for directors, i.e., they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

#### **Article IX. Preemptive Rights**

Corporation elects to have preemptive rights within the class of stock held.

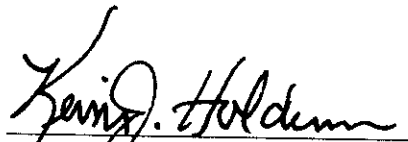
#### **Article X. Indemnification**

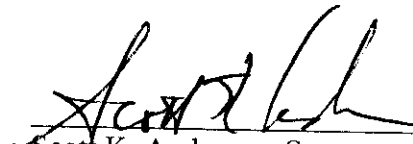
Corporation shall indemnify the directors and officers of Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted Corporation to provide prior to such amendment).

#### **Article XI. Limitation Of Liability**

No director shall be liable to 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 Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

FOLLOWING ADOPTION OF THE FOREGOING AMENDED AND RESTATED ARTICLES OF INCORPORATION, AND BY ORDER OF THE BOARD OF DIRECTORS FOLLOWING APPROVAL OF ALL OF THE SHAREHOLDERS OF ACCLIMA, INC, we subscribe these Amended and Restated Articles of Incorporation effective as of the 8<sup>th</sup> day of March, 2004.

  
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Kevin J. Holderness, President

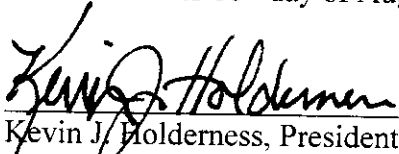
  
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Scott K. Anderson, Secretary

**Certificate of Amendment of  
Articles of Incorporation**

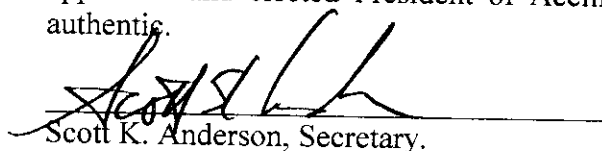
The undersigned, Kevin J. Holderness, duly appointed President of Acclima, Inc., a corporation duly authorized under the laws of the State of Idaho, certifies pursuant to Idaho Code Section 30-1-1006 and 30-1-1007 (3) as follows:

1. The text of the Amended and Restated Articles of Incorporation of Acclima, Inc. attached to this Certificate and made a part hereof consolidate all amendments made to the articles of Acclima, Inc. through the date 18 August 2004 into a single document.
2. The name of the corporation is Acclima, Inc.
3. At a meeting of the Directors of Acclima, Inc. held at Boise, Idaho pursuant to waiver of or proper notice on 8 March 2004, the Directors, and each of them, adopted the attached Amended and Restated Articles of Incorporation.
4. At a meeting of the Shareholders of Acclima, Inc., held at Boise, Idaho pursuant to proper waiver of or notice on 8 March 2004, and pursuant to the recommendation of the Board of Directors, the Shareholders, and each of them, in person or by proxy approved the attached Amended and Restated Articles of Incorporation, and:
  - a. Agreed on provisions for implementing the amendment, by converting the authorized and the issued non-voting stock to common voting capital stock, share for share;
  - b. Authorized the corporation to issue thirty-three times the amount of shares of stock originally authorized or one million, six hundred fifty thousand shares ( $50,000 \times 33 = 1,650,000$ ); and
  - c. Authorized the issuance of share certificates to each shareholder giving effect to a 33 to one stock split.

Subscribed this 16<sup>th</sup> day of August, 2004

  
Kevin J. Holderness, President

The undersigned, Scott K. Anderson, hereby certifies that Kevin J. Holderness is the duly appointed and elected President of Acclima, Inc., and that the foregoing signature is authentic.

  
Scott K. Anderson, Secretary.