

FILED EFFECTIVE

2007 JUL 30 AM 10: 06

RESTATED ARTICLES OF INCORPORATION

OF

**SECRETARY OF STATE
STATE OF IDAHO**

SONS AND DAUGHTERS OF IDAHO, INC

1. **NAME:** The name of this Corporation is Sons and Daughters of Idaho, Inc.
2. **DURATION:** The corporation shall have perpetual existence.
3. **PURPOSE:** The purpose of this corporation is to engage in all business not forbidden by law and particularly to provide management services.
4. **REGISTERED AGENT** is now William J Tway, 5052 Bluegrass, Boise, ID 83703.
5. **REGISTERED OFFICE** is now 5052 Bluegrass, Boise, ID 83703.
6. **BOARD OF DIRECTORS:** The initial Board of Directors shall be three directors. The names and addresses of the initial Board of Directors were:
 1. William J. Tway, 4010 Maplewood, Boise, Idaho 83704
 2. Joan Larson, 5725 Plantation Dr., Boise, Idaho 83703
 3. Karen Lockner, 4523 Elgin, Boise, Idaho 83704
7. **CAPITAL STOCK:** The corporation shall have the authority to issue 10,000 shares of a single class of common stock. Each share shall have a par value of \$1.00 and the total par value for all the shares shall be \$10,000.00.
8. **RESTRICTION ON TRANSFERABILITY OF STOCK:** The holders of the stock of this corporation shall be entitled to sell their shares of stock on the open market subject to the following conditions:

FIRST: Before the stock is offered for sale on the open market, the stock must first be offered to the corporation at a price not exceeding the fair value of the stock.

SECOND: If the corporation does not purchase the stock so offered, the stock must be offered to the remaining shareholders at a price not exceeding the fair value of the stock.

THIRD: The corporation has the right to redeem the stock of a deceased shareholder at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died.

FOURTH: If the corporation does not redeem the stock of a deceased shareholder, the remaining shareholders shall have the right to purchase the stock at a price not exceeding the

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fair value of the stock at the end of the month preceding the month in which the shareholder died.

9. INDEMNIFICATION OF OFFICERS AND DIRECTORS: Every director and officer of the corporation may be indemnified against all liabilities, civil and criminal, incurred in relation to the duties of that person, including all reasonable expenses of defense, except to the extent that such person shall have been finally adjudged liable for negligence or misconduct in the matters out of which the liability arises. The obligation of the corporation to indemnify shall be determined on a case by case basis and shall not be mandatory.

10. LIMITED LIABILITY: The private property of the shareholders shall not be subject to the payment of any debts of this corporation.

11. SHARES NONASSESSABLE: The shares of this corporation shall not be subject to assessment for the purpose of paying expenses, conducting the business or paying the debts of this corporation.

12. AMENDING BYLAWS: The Board of Directors of this corporation is authorized to make, amend and repeal the bylaws of the corporation except those sections of the bylaws specifically designated by the shareholders as not to be amended or repealed by the Board of Directors.

13. INCORPORATORS: The name and address of each Incorporator was:

1. William J. Tway. 4810 Maplewood, Boise, Idaho 83704

DATE: June 1, 2007

DATE OF ADOPTION: This amendment to the Articles of Incorporation in the nature of Restated Articles of Incorporation was adopted by the members of the corporation on June 1, 2007.

NUMBER OF SHARES OUTSTANDING: None - not yet a shareholder corporation.

NUMBER OF MEMBERS ENTITLED TO VOTE: two

VOTING RECORD ON THE AMENDMENT: The voting record on the adoption of the amendment to the Articles of Incorporation is all members voted for the amendment of the Articles of Incorporation.

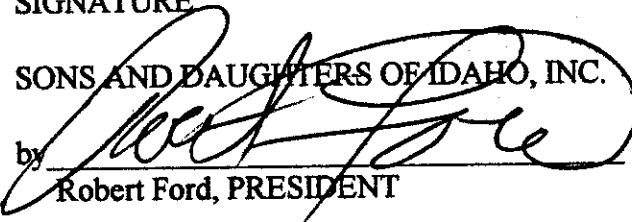
This amendment does provide for an exchange, reclassification or cancellation of existing membership rights and does effect a change in the amount of stated capital. Each of the four members of the corporation has subscribed to and will receive one share of stock of the revised corporation keeping the interest of each member in the corporation the same and keeping the voting rights of each member in the corporation the same. There was no stated capital in the corporation before this amendment and after this amendment there will be stated capital of \$10,000.00.

DATE: July 25 2007

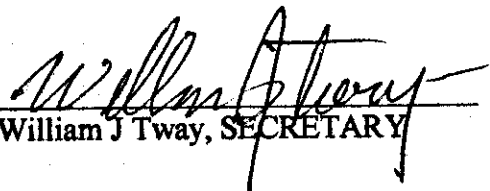
SIGNATURE:

SONS AND DAUGHTERS OF IDAHO, INC.

by


Robert Ford, PRESIDENT

ATTEST


William J Tway, SECRETARY

STATE OF IDAHO, Ada County)

On July 25, 2007, Robert Ford, personally appeared before me, a Notary Public, and being duly sworn declared that he is the President of SONS AND DAUGHTERS OF IDAHO, INC., that he signed the above document as President of the corporation, and that the statements in the above document are true.

Rhonda Webb
Notary Public for Idaho
Residing at ^{Boise} Boise, Idaho
Commission expires: 5/04/2013

SEAL

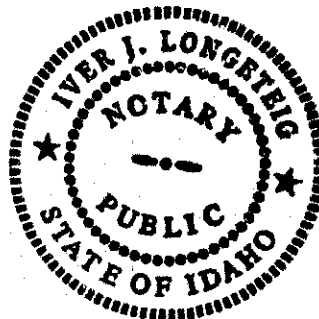


STATE OF IDAHO, Ada County)

On July 27, 2007, William J. Tway, personally appeared before me, a Notary Public, and being duly sworn declared that she is the Secretary of SONS AND DAUGHTERS OF IDAHO, INC., that he signed the above document as Secretary of the corporation, and that the statements in the above document are true.

Iver J. Longteig
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires: 5/12/12

SEAL

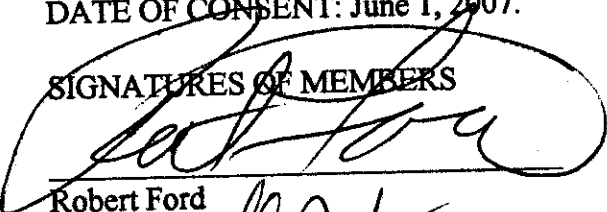


CONSENT BY MEMBERS OF
SONS AND DAUGHTERS OF IDAHO, INC.

We are all of the members of Sons and Daughters of Idaho, Inc., an Idaho non-profit corporation and we consent to the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION adopted June 1, 2007, and to any restrictions or limitations imposed on the members of the corporation by the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION adopted June 1, 2007.

DATE OF CONSENT: June 1, 2007.

SIGNATURES OF MEMBERS



Robert Ford



William J. Tway