

# State of Idaho

## Department of State

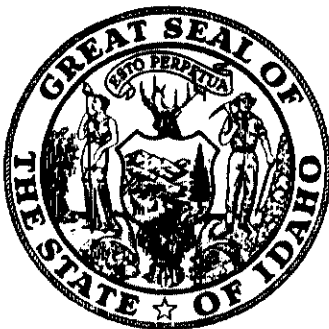
### CERTIFICATE OF AMENDMENT OF

DISYS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of DISYS, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

November 4, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

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**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**DISYS, INC.**

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned Corporation, adopts the following Amended and Restated Articles of Incorporation for such Corporation:

**FIRST: RESTATED ARTICLES OF INCORPORATION:**

**ARTICLE 1**

**Name**

The name of the Corporation is DISYS, INC.

**ARTICLE 2**

**Purpose and Duration**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Idaho other than the banking business, trust company business or the practice of a profession permitted to be incorporated by the Idaho Corporations Code; and the period of its duration is perpetual.

**ARTICLE 3**

**Initial Agent for Service or Process**

The name and address in the State of Idaho of the initial agent of this Corporation for service or process is:  
**CHANNING L. KEARNEY**, Elm & West Blvd, P.O. Box 131, New Plymouth, ID 83655.

**SECOND: AMENDMENTS AND ADDITIONS TO ARTICLES OF INCORPORATION:**

**ARTICLE 4**

**Stock**

1. The total number of shares which this Corporation is authorized to issue is 1,000,000.

2. All such shares shall consist of one class only, designated as **Common Stock**, and shall have no par value.

3. There shall be no preferences, limitations or unequal relative rights. Each share of Common Stock shall have equal voting power and shall have such rights as are now or hereafter granted by the laws of the State of Idaho.

4. The shares of stock shall not be issued until payment in full has been received therefor, such stock shall be nonassessable, and the Stockholders shall have no liability for corporation obligations.

**ARTICLE 5**

**Pre-Emptive Rights**

No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE 6**

**Cumulative Voting**

There shall be no Cumulative Voting in any election of Directors of the Corporation.

**ARTICLE 7**

**Directors**

1. The business of the Corporation shall be managed by its Board of Directors; which Board of Directors shall be governed by these Articles of Incorporation and by such By-Laws as the Corporation may hereafter, from time to time, adopt.

2. The number of Directors constituting the initial Board of Directors of the Corporation is **ONE (1)**, and the number of Directors may be increased or decreased from time to time by amendment of the By-Laws of the Corporation in any manner not prohibited by law. The name and address of the person who is to serve as Director until the first Annual Meeting of Shareholders or until his successor is elected and shall qualify is:

**Channing L. Kearney**

Elm & West Blvd.  
P.O. Box 131  
New Plymouth, ID 83655

### **ARTICLE 8**

#### **Elimination or Limitation of Personal Liability of Directors**

No Director shall have any personal liability to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director:

- (1) For a breach of the Director's duty of loyalty to the Corporation or its Stockholders.
- (2) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (3) Provided for under Section 30-1-48, Idaho Code (as amended from time to time).
- (4) For any transaction from which the Director derived an improper personal benefit.

### **ARTICLE 9**

#### **Regulations of Internal Affairs**

Provisions for the regulation of the internal affairs of the Corporation are:

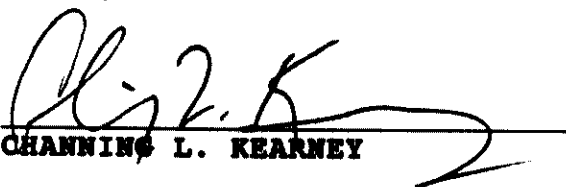
1. **Benefits:** The Corporation may enter into any kind of contract or agreement; co-operative, pension or profit-sharing plan; death benefit; and/or salary continuation plan upon disablement with its Officers or employees that the Corporation may deem advantageous or expedient, or it may otherwise reward or pay persons for their services as the Board of Directors may deem fit.

2. **Amendment:** Amendment of these Articles of Incorporation shall be accomplished only as now or hereafter prescribed by law.

**THIRD:** Except for the designated Amendments and Additions hereinabove set forth as ARTICLES 4 through 9, these RESTATED AND AMENDED ARTICLES OF INCORPORATION correctly set forth, without change, the corresponding provisions of the Articles of Incorporation; and, these RESTATED AND AMENDED ARTICLES OF INCORPORATION, together with the designated Amendments and Additions thereto, supersede the original Articles of Incorporation and all amendments thereto.


**FOURTH:** No shares of this Corporation having been issued, these RESTATED AND AMENDED ARTICLES OF INCORPORATION have been adopted, pursuant to Idaho Code §3-1-59, by the undersigned, being the only Incorporator and Director of this Corporation.

DATED this 21st day of October, 1993.

  
CHANNING L. KEARNEY

STATE OF IDAHO           )  
                              : ss.  
County of Payette       )

I, GLENN M. LEE, a notary public, do hereby certify that on this 21st day of October, 1993, personally appeared before me **CHANNING L. KEARNEY**, who, being by me first duly sworn, declared that he is the only Incorporator and Director of **DISYS, INC.**, that he signed the foregoing document as the only Incorporator and Director of the Corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at: Fruitland  
Commission Expires: 12-16-93

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