

FILED EFFECTIVE

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DBSI INC.**

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SECRETARY OF STATE
STATE OF IDAHO

Under the provisions of Sections 30-1-1006 and 30-1-1007 of the Idaho Business Corporation Act, DBSI Housing Inc. has adopted and executes the following Second Amended and Restated Articles of Incorporation:

1. **Name.** The name of the corporation is changed from DBSI Housing Inc. to DBSI Inc.
2. **Authorized shares.** The aggregate number of shares of capital stock which the corporation is authorized to issue is Four Hundred Thousand (400,000) shares of Voting Common Stock having no par value, and One Hundred Thousand (100,000) shares of Nonvoting Common Stock having no par value. Except as provided herein with respect to voting rights, each share of Voting Common Stock and Nonvoting Common Stock issued and outstanding shall be identical in all respects, and no dividends shall be paid on any share of the Voting Common Stock unless the same dividend is paid on all shares of the Nonvoting Common Stock outstanding at the time of such payment.
3. **Registered office and agent.** The registered office of the corporation is 1550 S. Tech Lane, Meridian, Idaho 83642 and its registered agent at that address is Douglas L. Swenson.
4. **Corporate purpose.** The purpose 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.
5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws.
6. **Voting.** The voting power will be vested exclusively in the Voting Common Stock, and each outstanding share of Voting Common Stock will be entitled to one (1) vote in person or by written proxy at all annual or special meetings of the of the corporation, or on matters in which the shareholders are entitled to vote. Shareholders do not have the right to cumulate their votes for directors.

7. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act,

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IDAHO SECRETARY OF STATE

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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 the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

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

DATED effective as of the 1st day of April, 2008.

DBSI INC.

By 
Charles E. Hassard, Secretary

**CERTIFICATE TO BE FILED WITH
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

Under the provisions of Section 30-1-1007 and 30-1-1006 of the Idaho Business Corporation Act, DBSI Housing Inc. (the "Corporation") certifies:

1. The name of the Corporation is changed from DBSI Housing Inc., to DBSI Inc.
2. The Second Amended and Restated Articles of Incorporation (the "Amendment") were adopted on March 25, 2008 and shall be effective April 1, 2008.
3. The Amendment was duly approved, as required by Section 30-1-1003 of the Idaho Business Corporation Act, by majority vote of the shareholders at the joint annual meeting of the shareholders and directors of the Corporation held March 25, 2008, upon proper notice, duly delivered to all of the shareholders and all of the directors of the Corporation at which meeting a quorum of the shareholders was present.
4. The Second Amended and Restated Articles of Incorporation consolidate all amendments into a single document and supersede the original article of incorporation and all amendments thereto.

DATED this 25 day of March, 2008.

DBSI INC.

By: 
Charles E. Hassard, Secretary