

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF
ENGELMANN, INC.

FILED EFFECTIVE

2005 JUN 21 10:11

IDAHO SECRETARY OF STATE
06/21/2005 05:00
CK: 2357 CT: 12794 BH: 617286
1 @ 38.00 = 38.00 AMEND PROF # 2

The undersigned, being the President of Engelmann, Inc., does hereby execute and subscribe for filing these Amended and Restated Articles of Incorporation for Engelmann, Inc., and states that the amendments were duly and unanimously adopted by the directors and shareholders of the corporation on June 20, 2005, in the manner required by the Idaho General Business Corporations Act, and certifies that this Restatement consolidates all amendments into these Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the corporation is Engelmann, Inc.

ARTICLE II

The aggregate number of shares which the corporation is authorized to issue is ten million (10,000,000) with one cent (\$.01) par value per share, all of which shall be voting common stock of one class.

ARTICLE III

The street address of the corporation's registered office is 660 2nd Avenue South, Ketchum, Idaho, 83340, and the name of the registered agent at that address is Earl Engelmann.

ARTICLE IV

The name and address of the incorporator is Earl Engelmann, P.O. 6240, Ketchum, Idaho, 83340.

ARTICLE V

Shareholders of the corporation shall not have preemptive rights to acquire additional

C 80943

shares offered for sale by the corporation.

ARTICLE VI

Shareholders of this corporation shall not have cumulative voting rights.

ARTICLE VII

Substantially all outstanding shares of this corporation shall be owned by the Engelmann, Inc., Employee Stock Ownership Trust or by persons who are employed by this corporation.

ARTICLE VIII

The number of directors constituting the Board of Directors of the corporation shall be two (2), unless and until such number is changed in accordance with Article III of the Bylaws. The names and mailing addresses of the persons who shall serve as directors until the next annual meeting of shareholders, or until their successors are elected and shall qualify, are :

Earl Engelmann
Cynthia Mann

P.O. Box 781, Ketchum, ID 83340
P.O. Box 269, Bellevue, ID 83313

ARTICLE IX

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages arising from any action taken, or any failure to take any action, as a director, except 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 Idaho Code §30-1-833; or (d) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of these Amended and Restated Articles of Incorporation. If the Idaho General Business Corporations 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 such Act, as so amended. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

The corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorneys' fees) arising from or in connection with service for, employment by, or other affiliation with this corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any 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 Idaho Code §30-1-833; or (d) an intentional violation of criminal law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed and made effective this 20 day of June, 2005.

ENGELMANN, INC.

By _____
Earl Engelmann, President