

FILED EFFECTIVE

RESTATED ARTICLES OF INCORPORATION  
OF  
ADIUVO, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS; That we, the undersigned, each being  
a natural person of full age and a citizen of the United States of America, have voluntarily  
and do hereby associate ourselves together for the purpose of forming a non-profit  
corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 3, and we do  
hereby certify, declare and adopt, and restate the following Articles of Incorporation.

I.

NAME OF CORPORATION

The name of this Corporation shall be ADIUVO, Inc.

II.

DURATION

The period of existence and duration of the life of this Corporation shall be  
perpetual.

III.

PRINCIPAL OFFICE AND REGISTERED AGENT

The post office address of the Corporation's principal office is PO Box 730,  
Fruitland, Idaho 83619. The corporation's registered agent is CARROL LEE LAWHORN  
whose address is 6685 SE 11<sup>th</sup> Ave, Caldwell, Idaho 83607.

IV.

PURPOSES

The purpose of the Association is to promote education for students. This purpose  
may be accomplished by any legal means consistent with the Association's 501(c)(3)  
designation. In particular, the Association may take such actions as may be helpful in  
promoting the graduation of upper classmen and graduate students attending universities,  
colleges, trade schools or other institutions of higher education.

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The Association is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the Association from its operations, after payment in full of all debts and obligations of the Association of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes.

V.

MEMBERS

As permitted under I.C. 30-3-36, the Association shall operate without members.

VI.

DIRECTORS

The number of directors constituting the Board of Directors of the Association is three. The number of directors may be increased or decreased from time to time as may be provided by the By-Laws or by approval of the Board; provided, however, that the number of directors constituting the Board shall not be less than three (3). The names and addresses of the persons currently serving as directors are:

<u>Name</u>	<u>Address</u>
Lewis M. Hall	PO Box 730, Fruitland, Idaho 83619
John L. Magdiel	PO Box 730, Fruitland, Idaho 83619
Carrol Lee Lawhorn	PO Box 730, Fruitland, Idaho 83619

VII.

AMENDMENTS

These articles may be amended in the manner provided by the statutes of the State of Idaho at the time of amendment.

VIII.

POWER TO AMEND BY-LAWS

The power to adopt, repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, to be exercised by majority vote of said directors or as may be fixed by the By-Laws.

IX.

ADOPTION OF RESTATEMENT

The Association has no members and therefore member approval is not required. No approval by third persons under I.C. 30-3-99 is required. The Board of Directors, consisting entirely of the above-named directors, has unanimously approved and adopted this Restated Articles of Amendment at a special board meeting held on March 8, 2010.

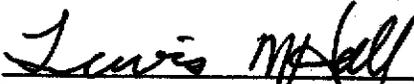
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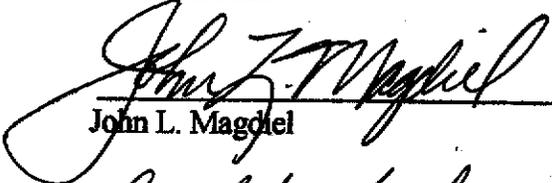
INCORPORATORS

The names and post office addresses of each of the incorporators and initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Lewis M. Hall	PO Box 730, Fruitland, Idaho 83619
John L. Magdiel	PO Box 730, Fruitland, Idaho 83619
Carrol Lee Lawhorn	PO Box 730, Fruitland, Idaho 83619

IN WITNESS WHEREOF, we have hereunto set our hands, this 8<sup>th</sup> day of March, 2010.

  
\_\_\_\_\_  
Lewis M. Hall

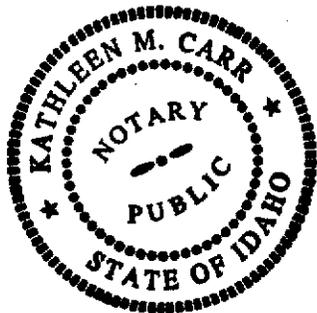
  
\_\_\_\_\_  
John L. Magdiel

  
\_\_\_\_\_  
Carrol Lee Lawhorn

STATE OF IDAHO )  
 )  
 ) :SS  
COUNTY OF Payette )

On this 8<sup>th</sup> day of MARCH, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared LEWIS M. HALL, JOHN L. MAGDIEL, and CARROL LEE LAWHORN, known to me to be the persons whose names are subscribed to the foregoing Restated Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.



Kathleen M Carr  
Notary Public for said State  
Residing at: Payette Idaho  
My Commission Expires: 4/27/2012