

**FILED**

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SECRETARY OF STATE  
STATE OF IDAHO

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CHOU'S, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned officers of Chou's, Inc., do hereby certify, pursuant to the provisions of the Idaho Business Corporation Act, that the Articles of Incorporation of the corporation were amended by the unanimous written consent of the shareholders and directors of the corporation on February 15, 1999, in the following respects: the purposes of the corporation in Article III have been shortened to any lawful business for which corporations may be formed under the Idaho Business Corporation Act; Article V has been amended to allow for only one class of stock; and a new Article X has been added regarding indemnification.

After these amendments have been made, the following are the Amended and Restated Articles of Incorporation of the corporation which amend and supersede the original Articles of Incorporation and all amendments thereto in their entirety:

ARTICLE I

The name of the corporation is Chou's, Inc. (hereinafter referred to as "Corporation").

ARTICLE II

The address of the registered office of the Corporation is 305 North 9th Street, Boise, Idaho 83702., and the name of registered agent at that address is Phillip W. Chou.

ARTICLE III

The purposes for which this corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The Corporation is to have perpetual existence.

IDAHO SECRETARY OF STATE

03/04/1999 09:00

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## ARTICLE V

The total number of shares which this corporation shall have authority to issue shall be one hundred thousand (100,000) shares of nonassessable, common stock having no par value.

## ARTICLE VI

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

## ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

## ARTICLE VIII

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

