

09 MAY 28 AM 8:18

SECRETARY OF STATE  
STATE OF IDAHO

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LINEBERGER INCORPORATED**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being the shareholders of this corporation, pursuant to special action and unanimous consent to this action of all of the shareholders upon recommendation of the Board of Directors dated January 30, 2009 and pursuant to Idaho Code §§ 30-1-1003 and 30-1-1007, and in order to amend and restate the Articles of Incorporation and to continue the form of the corporation for purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify that these amended and restated articles of incorporation correctly set forth the corresponding provisions of the articles of incorporation with amendments to Articles II, IV, VI, VII and VIII, with the exception of Article I, III and V which shall remain the same and shall not be amended or modified in any way, and that the First Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto as follows:

**ARTICLE I  
NAME**

The name of this corporation shall be: LINEBERGER INCORPORATED

**ARTICLE II  
PURPOSE**

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

IDHO SECRETARY OF STATE  
05/28/2009 05:00  
CK: 51877 CT: 7289 DN: 1172179  
1.0 30.00 = 30.00 AMEND PROF # 2

C38116

### **ARTICLE III DURATION**

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

### **ARTICLE IV REGISTERED OFFICE AND AGENT**

The current location and post office address of the registered office of the corporation shall be 5700 E. Franklin Rd., Suite #200, Nampa, ID 83687-7901, and the current name of the registered agent of the corporation is Wm. F. Gigray, III. The address of the registered office and/or the name of the registered agent may be changed from time to time by the Board of Directors with such notice thereof to the Secretary of State of Idaho as required by law.

### **ARTICLE V STOCK**

This corporation is authorized to issue one class of capital stock which shall be designated as common stock. The total number of shares of common stock this corporation shall be authorized to issue is 1,000 shares. The par value of the common stock shall be \$100.00 per share. The aggregate par value of this common stock shall be \$100,000.00.

The entire voting power of the corporation shall be vested in the holders of common stock, and every shareholder of record shall have the right, at every shareholders' meeting, to one vote for every share of common stock standing in his name on the books of the corporation.

The capital stock of this corporation shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

## ARTICLE VI ORIGINAL INCORPORATORS AND CURRENT SHAREHOLDER

The names and post office addresses of the original incorporators on January 20, 1967, and the number of shares of stock then subscribed by each original incorporator was as follows:

<b>NAME</b>	<b>POST OFFICE ADDRESS</b>	<b>SHARES</b>
Norris Lineberger	Rural Route 1, Marsing ID	1
Ralph Lineberger	Homedale, Idaho	1
Lawrence Lineberger	Rural Route 1, Homedale, Idaho	1

Each of the above named as original incorporators was a natural person, over the age of 21 years, and was a citizen of the United States of America, and the current and only shareholder is The Lawrence M. Lineberger Trust UTA October 2, 2000 Amended November 10, 2004 and Amended March 25, 2005 and registered in the District Court of the Third Judicial District of the State of Idaho, in and for the County of Canyon, Case No. CV-2001-01452-M, and Elsie Aguilar is the current Trustee of said Trust.

## ARTICLE VII DIRECTORS

There shall be one (1) director of the corporation, but the number of directors may be increased from time to time as provided by the bylaws. The name and post office address of the current director is as follows:

<b>Name</b>	<b>Post Office Address</b>
Elsie Aguilar	16342 Oak Street, Caldwell ID 83607

The current director shall serve until the first election of the director.

## ARTICLE VIII BYLAWS

The Board of Directors, by a majority vote, shall have the power to adopt bylaws, and to repeal and amend bylaws.

**ARTICLE IX  
NO IMPOSITION OF PERSONAL LIABILITY UPON SHAREHOLDERS**

There shall be no imposition of personal liability on shareholders of this corporation for the debts of this corporation other than to pay the consideration for the shares authorized to be issued to the shareholder and for any personal liability imposed under law by reason of the shareholder's own acts or conduct.

**ARTICLE X  
PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights.

**ARTICLE XI  
LIMITATION OF LIABILITY OF DIRECTORS TO SHAREHOLDERS**

The Directors of this corporation shall not be liable to the shareholders for money damages for any action taken, or any failure to take any action, as a director, except for action taken, or any failure to take any action as a director and the director received a financial benefit to which he was not entitled and limited to that amount and/or the intentional infliction of harm to this corporation or its shareholders and/or a violation of § 30-1-833 Idaho Code and/or an intentional violation of criminal law.


**ARTICLE XII  
INDEMNIFICATION OF DIRECTORS FOR LIABILITY**

It is obligatory for this corporation to indemnify director liability to any person for any action taken, or any failure to take any action as a director, except for liability for receipt by the director of a financial benefit to which the director is not entitled, and/or an intentional infliction of harm to this corporation or its shareholders, and/or a violation of § 30-1-833 Idaho Code and/or an intentional violation of criminal law.

**ARTICLE XIII  
DIRECTOR CONFLICTS OF INTEREST**

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the Incorporators of the corporation have executed these First Amended and Restated Articles of Incorporation this 20<sup>th</sup> day of MAY, 2009.

  
By: Elsie Aguilar, Director, and as  
Successor Trustee of The Lawrence M. Lineberger Trust  
UTA October 2, 2000, Amended November 10, 2004  
and March 25, 2005 Sole Shareholder

W:\Work\Lineberger Incorporated 23330.001\Restated Articles.021309.dm.doc