

**FILED EFFECTIVE**

FILED AT THE REQUEST OF:

Vernal DeLloy Forbes  
5465 E. Terra Linda Way  
Nampa, ID 83687

SPACE FOR SECRETARY OF STATE'S USE

09 MAR -4 AM 10:04

SECRETARY OF STATE  
STATE OF IDAHO

AFTER FILING MAIL TO:

Tobi J. Mott  
HOLLAND & HART LLP  
Suite 1400, 101 S. Capitol Blvd.  
Boise, Idaho 83702

**THIRD AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**2MOTO, INC.**

The undersigned, Vernal DeLloy Forbes and Glen Vard Williams, hereby certify that they are Shareholders, Directors, and the President and Secretary, respectively, of 2Moto, Inc., an Idaho corporation (the "Corporation"), and further certify that:

1. By action taken by the Board of Directors of the Corporation by unanimous written consent, the Board of Directors of the Corporation duly adopted resolutions declaring the amendment and restatement set forth below to the Corporation's Articles of Incorporation to be advisable and called for the approval of the Shareholders of the Corporation in accordance with Section 30-1-1003 of the Idaho Business Corporation Act (the "Act").

2. By action taken by the Shareholders at a special meeting duly held on January 20, 2009, the holders of at least a majority of the shares of common stock adopted and approved the amendment and restatement set forth below in accordance with Section 30-1-1003 of the Act. The number of shares outstanding and entitled to vote was 3,856,774, all of one class. The number of shares that voted to approve the amendment and restatement was 3,791,354, which was a sufficient number of shares for approval, the number of shares that voted against the amendment was -0-, the number of shares that abstained from voting was -0-, and the number of shares that did not vote was 65,420.

3. The Articles of Incorporation of 2Moto, Inc. are amended and restated in their entirety in accordance with Sections 30-1-1003 and 30-1-1007 of the Idaho Business Corporation Act (the "Act") to read as follows:

**ARTICLE 1**

**NAME**

IDAHO SECRETARY OF STATE  
03/04/2009 05:00  
CK: NONE CT: 2105 BH: 1159992  
1 0 38.00 = 38.00 AMEND/PDF 0 2  
1 0 20.00 = 20.00 EXPEDITE C 1 3

The name of the Corporation is 2Moto, Inc.

0143404

## ARTICLE 2

### PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

## ARTICLE 3

### CAPITAL STOCK

A. Authorized Capitalization. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 13,000,000 shares, no par value, divided into the following: (i) 10,000,000 shares of common stock ("Common Stock"); and (ii) 3,000,000 shares of preferred stock ("Preferred Stock").

B. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences, and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, including, without limitation, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

C. Voting Rights. The holders of shares of Common Stock shall be entitled to one (1) vote per share at each meeting of the Shareholders of the Corporation and on all matters coming before the Shareholders of the Corporation, except as otherwise provided by law. Voting rights of Preferred Stock shall be set forth in the respective designation of rights and privileges for such series of Preferred Stock.

#### **ARTICLE 4**

##### **DIRECTORS**

The number of Directors constituting the Board of Directors of the Corporation shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE 5**

##### **REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

<b>Name</b>	<b>Address</b>
Vernal DeLloy Forbes	5465 E. Terra Linda Way Nampa, Idaho 83687

#### **ARTICLE 6**

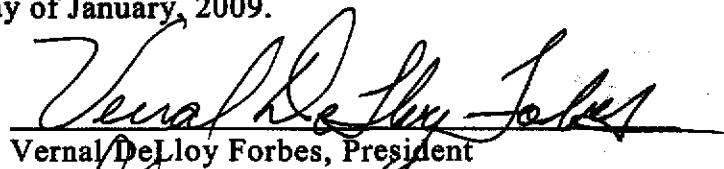
##### **INDEMNIFICATION AND LIMITATION ON LIABILITY**

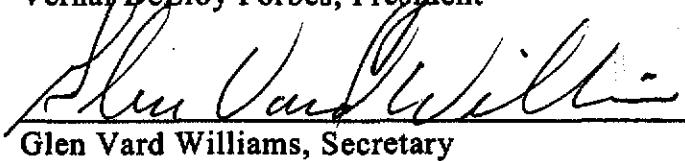
A. Personal Liability. There shall be no personal liability, either direct or indirect, of any Director of the Corporation to the Corporation or its Shareholders for monetary damages for any breach or breaches of fiduciary duty as a Director; except that this provision shall not eliminate the liability of a Director to the Corporation or to its Shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of Directors of the Corporation for indemnification or other assistance from the corporation. Any repeal or modification of

the foregoing provisions of this Article by the Shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of Directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a Director of the Corporation with respect to any breach, act, omission, or transaction of such Director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The Board of Directors is hereby authorized on behalf of the Corporation, and without Shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 20th day of January, 2009.

  
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Vernal DeLloy Forbes, President

  
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Glen Vard Williams, Secretary