

FILED EFFECTIVE

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BATEMAN - HALL, INC.

IDaho SECRETARY OF STATE
12/26/2006 05:00
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Pursuant to the provisions of the Idaho Business Corporation Act (the "*Act*"), including Sections 30-1-1003, 30-1-1006 and 30-1-1007 thereof, BATEMAN - HALL, INC. (the "*Corporation*"), for the purpose of enlarging the number of authorized shares and establishing nonvoting shares, and to amend and restate generally the *Corporation's* Articles of Incorporation as previously amended, adopts the following Amended and Restated Articles of Incorporation effective December 31, 2006:

ARTICLE I -- NAME

The name of this *Corporation* shall remain and be:

BATEMAN - HALL, INC.

ARTICLE II -- DURATION

This *Corporation* shall have perpetual existence.

ARTICLE III -- CORPORATE PURPOSE

The purpose for which the *Corporation* is organized is to engage in any lawful business or activity for which corporations may be organized under the *Act*.

ARTICLE IV -- SHARES

There shall be one class of shares, all of which shall be common shares, some of which may be voting shares and some of which may be nonvoting shares. The maximum number of shares which this *Corporation* shall have authority to issue is Two Million (2,000,000) shares with no par value, consisting of no more than 100,000 voting common shares and no more than 1,900,000 nonvoting common shares. All common shares (voting and nonvoting) shall have identical rights in all respects, except for voting as described below. Whether shares are voting or nonvoting shall be determined by the board at the time of issuance and shall be noted on the *Corporation* share ledger, which shall be binding whether or not noted upon the actual share certificate. Each voting share shall have equal voting power with one vote per voting share. Nonvoting shares shall carry no right to vote for the election of directors of the *Corporation*, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such nonvoting shares. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. The authorized shares of the *Corporation*, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The *Corporation* may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE V -- SHAREHOLDER RIGHTS

Shareholders shall have preemptive rights (within the voting and nonvoting categories) to acquire additional shares of the *Corporation*. Shareholders (voting and nonvoting) shall have

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equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the *Corporation* available for distribution to shareholders upon liquidation, dissolution or winding up of the *Corporation's* affairs. At each election of directors of the *Corporation*, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of voting shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders with voting shares shall have cumulative voting rights with respect to elections of directors of the *Corporation*.

ARTICLE VI -- REGISTERED AGENT AND OFFICE

The name of the registered agent and the location of the registered office of the *Corporation* are:

Kim C. Hall
1405 Foote Drive
Idaho Falls, ID 83402

ARTICLE VII -- DIRECTORS

The number of directors constituting the current board of directors of the *Corporation* is two (2); provided that in no event shall this provision be deemed to limit or otherwise set the number of directors to be provided for in the By-Laws. The names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders and until their successors are elected and qualify are:

Kim C. Hall
1405 Foote Drive
Idaho Falls, ID 83402

Dan Moon
1405 Foote Drive
Idaho Falls, ID 83402

ARTICLE VIII -- AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the voting shares entitled to vote on each such amendment.


ARTICLE IX -- BYLAWS

The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Amended and Restated Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record of a majority of the *Corporation's* voting stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

DATED this 18th day of December, 2006, to be effective December 31, 2006.

BATEMAN - HALL, INC.

By: 
Kim C. Hall, CEO

By: 
Dan Moon, President

CERTIFICATE

Pursuant to Section 30-1-1007 of the *Act*, the undersigned, on behalf of the *Corporation*, certifies the following:

FIRST: The foregoing restatement of the *Corporation's* Articles of Incorporation consolidates all amendments into a single document and also contains new amendments requiring shareholder approval.

SECOND: The name of the *Corporation* is BATEMAN - HALL, INC.

THIRD: The text of the restated Articles is set forth above this Certificate and includes any amendments. The primary substantive amendments involve revision to provisions related to the number and nature of authorized shares and the creation on nonvoting common shares.

FOURTH: The Amended and Restated Articles of Incorporation were adopted by the shareholders of the *Corporation* on the 18th day of December, 2006, to be effective December 31, 2006, and were so adopted in a manner required by the *Act* and by the prior Articles of Incorporation.

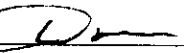
FIFTH: The number of common shares of the *Corporation* outstanding at the time of such adoption was 1,167. The number of common shares voted in favor of such restatement and amendment was 1,167. The number of common shares voted against such amendment was zero. The *Corporation* has no preferred shares.

IN WITNESS WHEREOF, the undersigned officers of the *Corporation* declare under penalty of perjury under the laws of the state of Idaho that the matters set forth above are true and correct of their own knowledge.

DATED this 18th day of December, 2006.

BATEMAN - HALL, INC.

By: 
Kim C. Hall, CEO

By: 
Dan Moon, President

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