

## FILLED EFFECTIVE

2005 MAY 18 AM 9:08

SECRETARY OF STATE  
STATE OF IOWA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**TETON TEMP SERVICES, INC.,  
An Idaho Business Corporation**

JOSEPH CRAIG WEBB, the sole shareholder of all stock in Teton Temp Services, Inc., does hereby amend and restate the ARTICLES OF INCORPORATION, filed ~~March~~ 16, 2006 in the Office of the Secretary of State of the State of Idaho.

## ARTICLE I

**NAME.** The name of the Corporation is **TETON TEMP SERVICES INC.** The Corporation may do business under such other business names as the Corporation shall deem appropriate.

## ARTICLE II

**CORPORATION.** This is a corporation organized pursuant to the Idaho Business Corporation Act.

### ARTICLE III

**PURPOSE OF CORPORATION.** The Corporation is organized for the purpose of owning and operating a temporary employment business and for transacting any and all lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE IV

**AUTHORIZED SHARES.** The Corporation is authorized to issue One Thousand (1,000) common shares with no par value which together have unlimited voting rights. **1000** SECRETARY OF STATE **05/18/2006 05:00**  
AMEND PROF # 2  
BH: 955427  
1 000 CT: 00000000 BH: 955427  
1 000 = 38.00 AMEND PROF # 2  
C11657155

shares are entitled to receive the net assets of the Corporation upon dissolution.

## **ARTICLE V**

**SHARE TRANSFER RESTRICTIONS.** Pursuant to 30-1-627 of the Idaho Business Corporation Act, and except to the extent permitted by the terms of a buy-sell agreement entered into by all of the shareholders, an interest in shares of the Corporation may not be voluntarily or involuntarily transferred by operation of law or otherwise. This transfer restriction shall specifically apply to any attempted transfer to or attachment by a general, unsecured creditor of a shareholder, to a trustee or receiver as the result of bankruptcy, insolvency, dissolution or similar proceeding brought by or against a shareholder.

The shareholders and the Corporation may provide by buy-sell agreement or otherwise for the purchase by the Corporation and/or the surviving shareholders of the shares or jointly owned shares of a deceased shareholder, and any other provisions permitted by the Idaho Business Corporation Act, including Section 30-1-732 and 30-1-627 of the Act, and may include modifications of those provisions.

## **ARTICLE VI**

**MANAGEMENT.** By unanimous approval and written agreement of the shareholders, the Corporation may at any time elect to operate without a board of directors and without bylaws, and the shareholders may then regulate the exercise of corporate powers and the management of the business and affairs of the Corporation or the relationship among the shareholders of the Corporation.

The Incorporator shall act as the initial Director or shall designate an adult person or persons to act as initial Director or Directors who shall have authority to issue shares of the Corporation as is granted to a board of directors under the provisions of Section 30-1-621 of the Idaho Business Corporation Act (2005) as part of the organization of the Corporation. After organization of the Corporation and issuance of the initial shares, the power to thereafter issue shares is reserved to the shareholders.

## **ARTICLE VII**

**SHAREHOLDER DISSOLUTION.** By unanimous consent of the shareholders, the shareholders may dissolve the Corporation at will in accordance with Section 30-1-1402 of the Idaho Business Corporation Act.

## **ARTICLE VIII**

**REGISTERED AGENT.** The registered agent and street address of the registered office are as follows:

**JOSEPH CRAIG WEBB  
189 N. Main St., Suite 113  
Driggs, ID 83422**

## **ARTICLE IX**

**INCORPORATORS.** The name and address of the incorporator is:

**JOSEPH CRAIG WEBB  
592 East Coyote Dr.  
Victor, ID 83455**

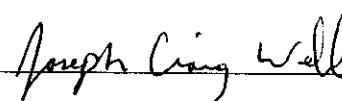
These AMENDED AND RESTATED ARTICLES OF INCORPORATION were approved and adopted by the unanimous consent and vote of Joseph Craig Webb, sole shareholder and Director, on ~~April~~ 16, 2006.

*May 16,*

**CERTIFICATION**  
**(Idaho Statute §§ 30-1-1007 and 30-1-1006)**

The Incorporator certifies that these RESTATED ARTICLES OF INCORPORATION consolidate all amendments and optional articles into a single document; that the amendment and optional provisions have been duly approved by the Incorporator; and that shareholder approval was not required for the above-restated amendments and optional inclusions.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed his name to these Restated Articles of Incorporation for the purpose of amending and restating the Articles of Incorporation for Teton Temp Services, Inc..

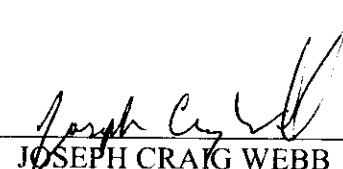
  
\_\_\_\_\_  
JOSEPH CRAIG WEBB

Date Signed 5/16/2006

**CONSENT TO APPOINTMENT BY REGISTERED AGENT  
TETON TEMP SERVICES INC.,  
An Idaho General Business Corporation**

1. I, **JOSEPH CRAIG WEBB**, voluntarily consent to serve as the registered agent for TETON TEMP SERVICES INC., An Idaho General Business Corporation.
2. I certify that I am an individual who resides in this state and whose business office is identical with the registered office at 189 N. Main St., Suite 113, Driggs, ID 83422.
3. I know and understand the duties of a registered agent as set forth in the Idaho Business Corporation Act.

Dated this 16 day of <sup>May</sup> April, 2006.  
(Jew.)

  
JOSEPH CRAIG WEBB