

AMENDED &

FILED/EFFECTIVE

RESTATED

ARTICLES OF INCORPORATION

OF

MOFFATT, THOMAS, BARRETT, ROCK & FIELDS, CHARTERED

00 APR 12 AM 9:06
SECRETARY OF STATE
STATE OF IDAHO

Under the provisions of Section 30-1-1007 of the Idaho Business Corporation Act, Moffatt, Thomas, Barrett, Rock & Fields, Chartered executes the following Restated Articles of Incorporation:

1. **Name.** The name of the corporation is Moffatt, Thomas, Barrett, Rock & Fields, Chartered.

2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be two thousand five hundred (2,500), all of which shall be common voting stock.

3. **Registered office and agent.** The registered office of the corporation is 101 S. Capitol Blvd., 10th Floor, Boise, Idaho 83702, and its registered agent at that address is Idaho Service Company.

4. **Corporate purpose.** The purpose for which this corporation is organized is to engage in the practice of law and the rendition of allied professional services.

5. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

6. **Amendment of Bylaws.** The power to amend or repeal the corporation's bylaws is reserved exclusively to the shareholders.

DATED as of the 1st day of November, 1999.

MOFFATT, THOMAS, BARRETT, ROCK
& FIELDS, CHARTERED

By: *Kirk R. Helvie* *Its President*
Kirk R. Helvie, President

IDAHO SECRETARY OF STATE

04/12/2000 09:00
CR: none CT: 1117 IN: 300234

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CERTIFICATE TO BE FILED WITH
RESTATED ARTICLES OF INCORPORATION

Under the provisions of Section 30-1-1007 of the Idaho Business Corporation Act, Moffatt Thomas, Barrett, Rock & Fields, Chartered certifies:

1. The name of the corporation is Moffatt, Thomas, Barrett, Rock & Fields, Chartered.

2. The Restated Articles of Incorporation were adopted by the unanimous written consent of the shareholders on November 1, 1999.

3. At the time of the adoption of the Restated Articles of Incorporation, the number of shares of the corporation outstanding was 734 shares of common stock, the number of votes entitled to be cast thereon was 734, and the number of votes represented by unanimous written consent was 734.

4. The number of votes cast for the Restated Articles of Incorporation was 734, and the number of votes cast against the Restated Articles of Incorporation was 0.

5. The Restated Articles of Incorporation restate and integrate and further amend the articles of incorporation in the following manner:

(a) Article IV of the articles of incorporation, which provides the purposes of the corporation, is amended and restated as provided in the Restated Articles of Incorporation.

(b) Article IX of the articles of incorporation, which states the authorized number of shares the corporation is authorized to issue, is amended and restated as provided in the Restated Articles of Incorporation.

(c) Articles II, V, VI, VII, VIII, and X of the articles of incorporation are deleted.

(d) The right of shareholders to cumulate their votes for directors is deleted.

DATED as of the 1st day of November, 1999.

MOFFATT, THOMAS, BARRETT, ROCK
& FIELDS, CHARTERED

By:  ITB President
Kirk R. Helvie, President