

FILED EFFECTIVE

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MATHER CAPITAL CORPORATION**

SECRETARY OF STATE
STATE OF IDAHO

The following Amended and Restated Articles of Incorporation (the "Amendment") of Mather Capital Corporation, an Idaho corporation (the "Corporation"), were duly adopted by the sole Director and the sole Shareholder of the Corporation pursuant to a unanimous consent in accordance with Idaho Code Sections 30-1-1007, 30-1-704, and 30-1-821. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on April 11, 1985.

Pursuant to Idaho Code Section 30-1-1006 the undersigned President and Secretary of the Corporation certify as follows:

1. **Name.** The name of the Corporation is Mather Capital Corporation.
2. **Date.** The Amendment was adopted by the sole Director and sole Shareholder of the Corporation pursuant to a unanimous consent in accordance with Idaho Code Sections 30-1-704 and 30-1-821, effective October 24, 2003.
3. **Shares.** At the time of adoption of the Amendment, there were 100 Common Shares of the Corporation outstanding and entitled to vote. All Common Shares voted for the Amendment and the sole Director of the Corporation consented to the Amendment as evidenced by the Combined Unanimous Consent of the Sole Shareholder and Sole Director of the Corporation executed effective October 24, 2003, pursuant to Idaho Code Sections 30-1-704 and 30-1-821.
4. **Amendment.** The text of the Articles of Incorporation as previously amended or supplemented is further amended to read in its entirety as set forth below:

FIRST ARTICLE

The name of the corporation is Mather Capital Corporation.

SECOND ARTICLE

The period of its duration is perpetual.

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THIRD ARTICLE

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH ARTICLE

This corporation is authorized to issue a total of twenty four thousand five hundred (24,500) shares with a par value of \$1.00, all of which shall be common voting stock.

Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the corporation.

FIFTH ARTICLE

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH ARTICLE

The location registered office of the corporation is 26 Deer Creek Road, Hailey, ID 83333. The name of its registered agent at such address is Timothy M. Gardiner.

SEVENTH ARTICLE

The number of directors constituting the Board of Directors is one; and the name and address of the person who is to serve until the next annual meeting of the shareholders and until his successor is elected and qualified is Timothy M. Gardiner, P.O. Box 187, Sun Valley, ID 83353.

EIGHTH ARTICLE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

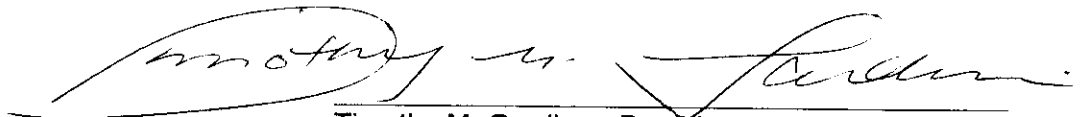
NINTH ARTICLE

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

TENTH ARTICLE

A director of this corporation shall not be personally liable to this corporation or its shareholders for money damages, and the corporation shall indemnify such director against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for (a) the amount of a financial benefit received by a director to which he is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Idaho Code § 30-1-833, or (d) an intentional violation of criminal law. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Eleventh Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 24 day of Oct., 2003.



Timothy M. Gardiner, President