

ARTICLE VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. SCOPE OF INDEMNIFICATION.

The corporation shall indemnify and may advance funds to or on behalf of the directors and officers of the corporation to the fullest extent permitted by the Idaho Nonprofit Corporations Act as the same exists or may hereafter be amended.

SECTION 2. MANDATORY INDEMNIFICATION OF DIRECTORS.

The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he was a director of the corporation against reasonable expenses incurred by him in connection with the proceeding.

SECTION 3. INSURANCE.

The corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the corporation, or who, while a director or officer of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him in that capacity or arising from his status as a director or officer, whether or not the corporation would have power to indemnify or advance expenses to him against such liability.

SECTION 4. AMENDMENTS.

Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any director or officer.

SECTION 5. SAVING CLAUSE.

If this Article VI of these Bylaws or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall indemnify each director and may indemnify each officer to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated, or by any other applicable law.