



**Department of State.**

**CERTIFICATE OF AMENDMENT  
OF**

**L. B. INDUSTRIES, INC.**

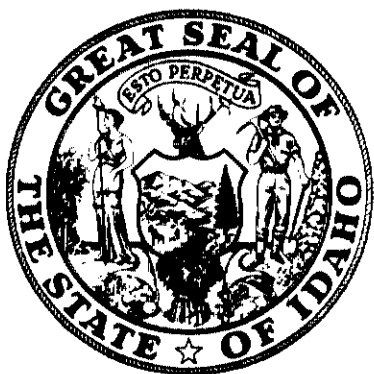
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**L. B. INDUSTRIES, INC.**

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles  
of Amendment.

Dated December 12, 19 88



*Pete T. Cenarrusa*

SECRETARY OF STATE

*W. Kinaman*

Corporation Clerk

**THIRD AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
L. B. INDUSTRIES, INC.**

DEC 17 4 02 PM '88  
SECRETARY OF STATE

PURSUANT to the provisions of Idaho Code Section 30-1-61 as set out within the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is L. B. Industries, Inc.

SECOND: Paragraph V of the Articles of Incorporation was amended by vote of the shareholders of the Corporation effective November 7, 1988, in the manner prescribed by the Idaho Business Corporation Act to read as follows:

**V**

The total authorized number of par value shares of the Corporation shall be five million (5,000,000) shares and each share shall not be subject to assessment above the designated par value for shares of the particular class or series. Two million five hundred thousand (2,500,000) of the authorized shares shall be Preferred Stock which shall be issued in series with no par value per share. Two million five hundred thousand (2,500,000) of the authorized shares shall be Common Stock at a par value of \$1.00 per share. The preferences, limitations and relative rights of each class of such shares shall be as follows:

**Section A. Preferred Stock**

This Section A sets forth a description of the Preferred Stock and a statement of certain of the preferences, limitations and relative rights in respect to the shares of the Preferred Stock, together with a statement of the authority vested in the board of directors of the Corporation to divide the Preferred Stock into series, and to fix and determine the relative rights and preferences of the shares of any series insofar as they are not fixed herein.

**Subsection 1. Dividends on Preferred Stock and Junior Stock.**

The holders of the Preferred Stock shall be entitled to receive, when and as declared by the board of directors out of assets of the Corporation legally available for dividends, cash dividends at, but not exceeding, the annual rate fixed for each particular series, payable quarterly on the first day of January, April, July and October in each year. Such dividends on the Preferred Stock shall be payable before any dividend on any junior stock (which term shall mean the common stock of the Corporation and any other class or series of stock of the Corporation

hereafter authorized ranking junior to the Preferred Stock as to dividends or assets) shall be paid, or set aside for payment. Dividends on each series of the cumulative preferred stock and partially cumulative preferred stock shall be cumulative as such right is set for each series from the date of issuance of the particular stock certificates. Arrearages in the payment of dividends shall not bear interest.

In case dividends are not paid in full, the shares of all series of the Preferred Stock shall share ratably in the payment of dividends, including accruals, if any, in proportion to the sums which would be payable on said shares if all dividends were declared and paid in full.

So long as any of the Preferred Stock remains outstanding, no dividend whatsoever shall be paid or declared on any junior stock, nor shall any distribution be made on any junior stock, other than a dividend payable in junior stock.

(a) unless all accrued cumulative rights to dividends on all series of Preferred Stock shall have been paid and the full dividends thereon for the then current quarterly dividend period shall have been paid or shall have been declared and a sum sufficient for the payment thereof set apart; and

(b) unless, if at any time the Corporation is obligated to retire shares of any series of the Preferred Stock pursuant to a sinking fund, all arrears in respect of each sinking fund for the Preferred Stock of all series shall have been made good.

Subject to the foregoing provisions, and not otherwise, such dividends (payable in cash, stock, or otherwise) as may be determined by the board of directors may be declared and paid on any junior stock from time to time out of the remaining funds of the Corporation legally available for the payment of dividends, and the Preferred Stock shall not be entitled to participate in any such dividends, whether payable in cash, stock or otherwise.

#### Subsection 2. Redemption.

Subject to the provisions of each particular series respecting redemption of such series, the Corporation, at the option of the board of directors, may redeem the whole or any part of the Preferred Stock at any time outstanding, or the whole or any part of any series thereof, at any time or from time to time at the applicable redemption price or prices, together with an amount equal to the dividends accrued thereon to the date of redemption.

In case of redemption of a part only of any series of the Preferred Stock at the time outstanding, the redemption may be either pro rata or by lot. The board of directors shall have full power and authority to prescribe the manner in which the drawings by lot or the pro rata redemption shall be conducted and, subject to the provisions herein contained, the terms and conditions upon which the Preferred Stock shall be redeemed from time to time.

Notice of any redemption of Preferred Stock shall be given by the Corporation by mailing a copy of such notice at least 30 days prior to the date fixed for such redemption to the holders of record of the Preferred Stock to be redeemed at their respective addresses appearing on the books of the Corporation, and the time of mailing such notice shall be deemed to be the time of delivery thereof.

At any time after notice of redemption has been so given, the Corporation may, on a date specified in the notice of redemption, deposit with a United States or state chartered bank or trust company, named in such notice, the moneys necessary for such redemption, in trust, for the accounts of the holders of the shares to be redeemed. Upon such deposit, or, if no such deposit is made, upon the date of redemption (unless the Corporation shall default in payment of the moneys necessary for such redemption), all shares with respect to which such notice of redemption was given shall cease to be outstanding for any purpose, whether or not the certificates for such shares shall have been surrendered for cancellation, and all rights with respect to such shares shall thereupon cease and terminate, except the right of the holders of the certificates for such shares to receive the amount payable upon the redemption thereof, without interest, from said bank or trust company, or from the Corporation, if no such deposit is made, and the right to exercise, on or before the date of redemption, any unexpired privilege of conversion.

Any funds so deposited by the Corporation and unclaimed at the end of one year from the date of redemption shall be repaid to the Corporation upon its request, after which the holders of the shares so called for redemption shall look only to the Corporation for payment thereof. Any funds so deposited which shall not be required for such redemption because of the exercise of any privilege of conversion subsequent to the time of such deposit shall be returned to the Corporation forthwith. Any interest on funds so deposited shall belong to the Corporation and shall be paid to it from time to time.

Subsection 3. Amounts Payable on Liquidation or Dissolution.

Subject to the provisions applicable to each particular series,

upon the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Stock then outstanding shall be entitled to receive in cash out of the assets of the Corporation, before any distribution or payment shall be made to the holders of any junior stock, the full preferential amount or amounts fixed for such series, plus in respect of each such share an amount equal to the accrued cumulative dividends thereon to the date fixed for such payment; provided that, if such assets available for the holders of the Preferred Stock of each series then outstanding shall be less than total amount all such holders would be so entitled to receive if all such preferential amounts and dividends were paid in full, then the Corporation shall, in lieu of making such payments in full to the holders of the Preferred Stock of each series then outstanding, make payments to the holders of the Preferred Stock of each series then outstanding (in proportion to the respective amounts which would be payable on account of such liquidation, dissolution or winding up if all such payments were paid in full) of an aggregate amount equal to such assets so available. If such payment shall have been made in full to the holders of the Preferred Stock on voluntary or involuntary liquidation, dissolution or winding up (or deposited to their accounts in a United States or state chartered bank or trust company, so as to be, and continue to be, available for such holders), the remaining assets of the Corporation shall be distributed among the holders of junior stock, according to their respective rights and preferences and in accordance with their respective holdings. For the purposes of this Subsection 3, a consolidation or merger of the Corporation with any other Corporation shall not be deemed, as such, to constitute a liquidation, dissolution or winding up of the Corporation, but any reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law shall be deemed to be an involuntary liquidation, dissolution or winding up of the Corporation unless the preferences, limitations and relative rights in respect of the Preferred Stock are not adversely affected by such reorganization.

#### Subsection 4. Restrictions on Corporate Action.

The consent of the holders of at least two thirds of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at a meeting at which the Preferred Stock shall vote separately as a class, regardless of series, shall be necessary to effect or validate any one or more of the following:

- (a) The authorization of any class of stock of the Corporation ranking prior to or on a parity with the Preferred Stock as to dividends or in liquidation, or any increase in the authorized amount of the Preferred Stock, or,
- (b) The amendment, alteration or repeal of any of the provisions hereof which have reference to the Preferred Stock so as to materially and adversely affect the rights or preferences of the Preferred Stock; provided, however, that no such consent shall be required in connection with any reduction of the authorized amount of Preferred Stock to be redeemed or retired.

#### Subsection 5. Status of Redeemed, Purchased and Converted Shares

Subject to the provisions applicable to each particular series and except as otherwise required by law, all shares of the Preferred Stock redeemed, purchased, converted into other shares of the Corporation, or otherwise acquired by the Corporation, shall be retired and shall not be reissued. The Corporation may, from time to time, take such appropriate corporate action as may be necessary to reduce the authorized amount of the Preferred Stock accordingly.

#### Subsection 6. Sinking Funds.

Subject to the provisions applicable to each particular series if in any case the amounts payable with respect to any requirements to retire shares of the Preferred Stock are not paid in full with respect to all series for which such requirements exist, the number of shares to be retired in each series shall be in proportion to the respective amounts which would be payable on account of such requirements if all amounts payable were paid in full.

#### Subsection 7. Voting Rights.

Preferred stock shall not be entitled to voting rights.

#### Subsection 8. Issuance in Series.

The Preferred Stock may from time to time, be divided into and issued in series. All shares of the Preferred Stock regardless of series, shall be identical with each other in all respects except that each series shall be distinctively designated and except as to the following relative rights and preferences as to which there may be variations between the different series:

- (a) The right to cumulative, partially cumulative or noncumulative accrual of dividends.
- (b) The rate of dividend.
- (c) The price at and the terms and conditions on which shares may be redeemed, which may include a redemption price or scale of redemption prices applicable only to redemption for a sinking fund (which term shall include any fund or requirement for the periodic retirement of shares) and a different redemption price or scale of redemption prices applicable to any other redemption.
- (d) the amount payable upon shares in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation.

- (e) Sinking fund provisions, if any, for the redemption or purchase of shares.
- (f) The terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion.

The board of directors is hereby expressly vested with authority to divide the Preferred Stock into series and, within the limitations herein and by law provided, by resolution prior to the issue of any shares of a series, to distinctively designate the series and to fix and determine the relative rights and preferences of the shares of any series so established.

#### Section B. Common Stock

Except for and subject to those rights expressly granted in Section A of this Article V to the holders of the Preferred Stock, or except as may be provided by the laws of the State of Idaho, the holders of the Common Stock shall have exclusively all other rights of shareholders, including, but not by way of limitation: (1) exclusive voting power for all purposes and exclusive rights to all notices of meetings or of other corporate actions, (2) the right to receive dividends when and as declared by the board of directors out of assets legally available therefor, and (3) in the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to receive all of the assets of the Corporation remaining after payment of the holders of the Preferred Stock of the specific amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the Corporation, as provided in Section A of this Article V.

- THIRD: The number of shares of the Corporation outstanding at the time of such adoption was Seven Hundred Eighty-Three Thousand Six Hundred (783,600); and the number of shares entitled to vote thereon was Seven Hundred Eighty-Three Thousand Six Hundred (783,600).
- FOURTH: The number of shares voted for such amendment was Seven Hundred Eighty-Three Thousand Six Hundred (783,600); and the number of shares voted against such amendment was Zero (0).

Dated this 7th day of December, 1988.

ATTEST:

By: Christopher D. Clark  
Title: Assistant Secretary

L. B. INDUSTRIES, INC.

By: Joe L. Kow  
Title: Vice President / Treasurer

State of Idaho

)  
) ss.  
)

County of Ada

I, Tina Sakahara, a notary public, do hereby certify that on this  
7th day of December, 1988, personally appeared before me  
Joe D. Davis and Christopher W. Clark who, being by me first duly sworn,  
declared that they are the V.Pres./treasurer and the assist. secretary,  
of the corporation, respectively, that they signed the foregoing document on  
behalf of said corporation, and that the statements therein contained are true.

Tina Sakahara  
NOTARY PUBLIC

Residing at Boise, Idaho

Commission Expires: 4-29-91