

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

CHAD'S FURNITURE & APPLIANCE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **second** day of **December** 19 **70**, original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, Amending Articles VII and VIII; and deleting Articles IX, X and XI

and that the said articles of amendment contain the statement of facts required by law, and are to be / recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **December**, A. D., 19 **70**.

Secretary of State

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION
of
CHAD'S FURNITURE AND APPLIANCE COMPANY
an Idaho Corporation

At a special meeting of the shareholders of Chad's Furniture and Appliance Company held at Suite C-1, Center Plaza, in the City of Pocatello, State of Idaho, on the 12th day of ^{December} ~~July~~, 1970, at the hour of 10:00 a.m., after written consent and waiver by all of the shareholders to any further notice, the following resolution was adopted:

BE IT RESOLVED that the amount and limit of the authorized capital stock of Chad's Furniture and Appliance Company be reduced to \$50,000.00 consisting of 500 shares of common stock of a par value of \$100.00 each by the elimination of 500 shares of preferred stock having a par value of \$100.00 each and that Articles VII, VIII, IX, X, XI and XII be and the same are hereby deleted and eliminated from the Articles of Incorporation and the following Article VII be substituted for:

Article VII. That the amount of total authorized capital stock is \$50,000.00 to consist of 500 shares of common stock of a par value of \$100.00 each. All of the stocks shall be of the same class, have the same powers and voting rights and shall be non-assessable for any purpose whatsoever.

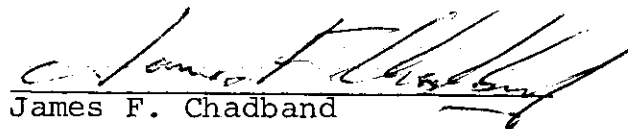
BE IT FURTHER RESOLVED that a new Article designated Article VIII be and the same is hereby added and incorporated as follows:

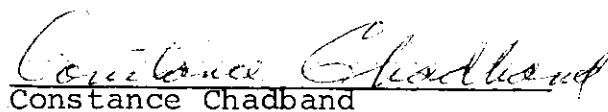
Article VIII. The power to amend the By-Laws and adopt new By-laws of this Corporation is hereby conferred upon the Directors, which power is to be exercised by a majority vote of said Directors. The officers of the Corporation, their qualifications, term of office, manner of election, number, and powers and duties shall be prescribed by the By-laws.

We certify that the above resolution was adopted by a unanimous vote of all of the outstanding shareholders. The Corporation previously had \$100,000.00 authorized capital stock consisting of 500 shares of common stock of the par value of \$100.00 each and 500 shares of preferred stock of the par value of \$100.00 each, the above amendment eliminating the preferred stock, all having been retired and returned to the Corporation. The financial condition of the Corporation is solvent and the reduction in the authorized capital stock will in no way reduce the fair market value of the assets of the Corporation to an amount less than the total amount of its debts and liabilities plus the amount of its capital stock as so reduced.

We further certify that the above and foregoing is a true and correct report of the vote for the resolution adopted at a meeting of all of the shareholders of Chad's Furniture and Appliance Company held on the 12th day of ~~July~~^{November}, 1970, and that a complete list of all of the shareholders voting therefor and the number of shares voted

by each is on file with the records of said Corporation.


James F. Chadband


Constance Chadband


Dell Smellie

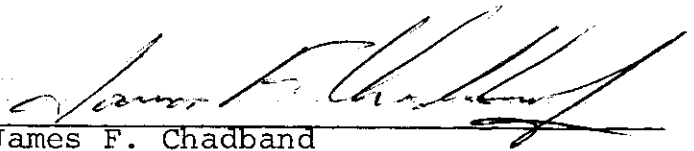
Constituting and being all of the Board of
Directors of said Corporation.

STATE OF IDAHO)
 ss
County of Bannock)

JAMES F. CHADBAND and CONSTANCE CHADBAND, being
separately sworn, upon oath, depose and say:


That on the 1st day of ^{December} ~~July~~, 1970, at 10:00 a.m.,
of said day, meeting of all of the shareholders of Chad's
Furniture and Appliance Company, an Idaho corporation,
was held in Pocatello, Idaho; that James F. Chadband
is the President of said corporation and acted as Chairman
of said meeting, and that Constance Chadband acted as
Secretary of said meeting.

That each has read the above and foregoing Articles
of Amendment setting forth the proceedings of said meeting
and the action taken at such meeting and the facts as to
calling of said meeting and giving notice thereof and the
facts stated in the foregoing certificate are true of their
own knowledge.


James F. Chadband


Constance Chadband

SUBSCRIBED AND SWORN TO Before me this 1st day of
^{December} ~~July~~, 1970.


Notary Public for Idaho
Residing at: Pocatello, Idaho