

# *State of Idaho*

## **Department of State**

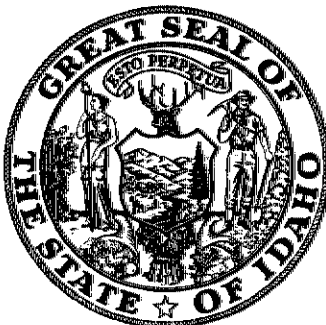
### CERTIFICATE OF AMENDMENT OF

P & H, INC.  
File Number C 106545

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 P & H, INC., changing the corporate name to THE PAINT SHOP, INC., duly executed 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: November 24, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Herald*

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SECRETARY OF STATE  
STATE OF IDAHO

## RESTATED ARTICLES OF INCORPORATION

OF

P & H, INC.  
now known as THE PAINT SHOP, INC.

Pursuant to the Resolution adopted by the officers (there being no Board of Directors) of P & H, Inc., and voted for by Mark Snell, who owns a majority of the issued stock of the corporation, being 65 shares, at a special meeting, the corporation having issued 100 shares of one class of common stock, the corporation's Articles of Incorporation are hereby restated, with the following paragraphs from the corporation's Articles of Incorporation being amended as follows:

Paragraph 1 of the original Articles are hereby amended to state as follows:

1. NAME: The name of the corporation is  
THE PAINT SHOP, INC.

These Restated Articles of Incorporation hereby correctly set forth without change the following paragraphs of the original Articles, being paragraph Two through Ten:

2. DURATION: The period of it's duration of perpetual.
3. PROFIT: This is a profit corporation.
4. PURPOSES: The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of no par value common stock.

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6. PRE-EMPTIVE RIGHTS: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stocks.

7. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By-Laws, including restrictions on the transfer of shares.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is: Roger Harris; and the initial registered office is: 800 Yellowstone Avenue, Pocatello, Idaho 83206.

9. BOARD OF DIRECTORS: There shall be no Board of Directors. Pursuant to Idaho Code §30-1-35 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation elected by the shareholders as provided by the corporation's by-laws.

10. INCORPORATORS: The names and addresses of each incorporator is: Roger Harris, 800 Yellowstone Avenue, Pocatello, Idaho 83206.

These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this 30 day of September, 1995, ~~1995~~.

By: \_\_\_\_\_

ROY PASLEY, President

ATTESTED BY:


By: \_\_\_\_\_

MARK SNELL, Vice-President

STATE OF IDAHO                    )  
  :SS  
County of Bannock                )

I, KIRK B. HADLEY, a notary public, do hereby certify that on the 30 day of September, 1995, personally appeared before me ROY PASLEY and MARK SNELL, who, being by me first duly sworn, declared that they are the President and Vice-President of THE PAINT SHOP, Inc., formerly known as P & H, Inc., that they signed the foregoing document as President and Vice-President of the corporation, and that the statements therein contained are true.

(SEAL)

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at:   Pocatello.  
My Commission Expires: 12/19/95