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# State of Idaho

## Department of State

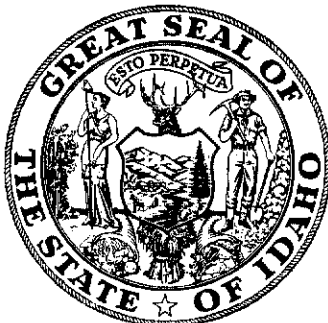
### CERTIFICATE OF AMENDMENT OF

SPERLING, GUY AND ASSOCIATES, 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 SPERLING, GUY AND ASSOCIATES, INC., changing the corporate name to GUY \* ROME AND ASSOCIATES, 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: January 11, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley Redman*

JAN 11 11 36 AM '93  
SECRETARY OF STATE

AMENDED ARTICLES OF INCORPORATION

OF

GUY · ROME AND ASSOCIATES, INC.

(formerly known as Sperling, Guy and Associates, Inc.)

The undersigned, acting as Directors and Shareholders of a Corporation under the Idaho Business Corporation Act amends and adopts the following Amended Articles of Incorporation.

The date of the adoption of these Amended Articles of Incorporation is January 5, 1993. Articles I, V, and X are amended and adopted by the shareholders of the Corporation effective January 5, 1993. Whereas no treasury shares have been issued, the common shares entitled to vote on each of the above amendments include all of the issued shares, meaning 10,000 shares. All 10,000 shares voted for the above-referenced amendments.

ARTICLE I

Article I is amended to read:

1.1 Name. The Corporation is Guy · Rome and Associates, Inc.

ARTICLE II

2.1 Existence. The existence of the Corporation shall be perpetual.

ARTICLE III

3.1 Purpose. Purpose for which the Corporation is organized is to transact all lawful business which Corporations may be

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organized under the Idaho Business Corporation act including but not limited to the conduct of an advertising business.

#### ARTICLE IV

##### SHARES

Article IV is amended to read:

4.1 Authorized Shares. The total authorized stock is 10,000 shares of common stock par value of .01 per share.

#### ARTICLE V

##### DIRECTORS

Article V is amended to read:

5.1 Directors. The Board of Directors shall consist of two directors the names and addresses of the persons who shall serve as the directors until their successors are elected and qualified are:

Tereasa Guy  
816 W. Bannock, Suite 302  
P. O. Box 6367  
Boise, Idaho 83707

Toni Davidson Rome  
816 W. Bannock, Suite 302  
P. O. Box 6367  
Boise, Idaho 83707

5.2 Number of Directors. The Board of Directors of the Corporation shall consists of one or more members. The number of Directors shall be fixed by or in a matter provided in the Bylaws except as to the number constituting the initial Board of Directors which number has been fixed by these Amended Articles of Incorporation. The numbers of Directors may be increased or decreased from time to time by amendment to or in a matter provided in these Articles of Incorporation of by the Bylaws,

but no decrease in number shall have the effect of shortening the term of any incumbent Director. In the absence of the Bylaws providing for the number of Directors, the number shall be the same as provided in these Articles of Incorporation.

#### ARTICLE VI

#### SHAREHOLDERS

6.1 Quorum. A Majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Stockholders.

6.2 Shares Entitled To Vote. Each outstanding share regardless of class shall be entitled to one vote on each matter submitted to vote at the meeting of the Stockholders except as otherwise provided herein. If these Articles of Incorporation provide for more or less than one vote for any share on any matter every reference in these Articles to a majority or other proportion of votes entitled to be cast.

Neither Treasury shares nor shares held by another corporation if a majority of the shares entitled to vote for the election of Directors of such other Corporation is held by this Corporation shall be voted at any meeting or counted and determine total number of outstanding shares at any time.

6.3 As to the election of the Board of Directors the Stockholder shall have the following right: such Stockholder shall vote the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he

has the right to vote or to cumulate his votes by giving one candidate as many votes as number of Directors multiplied by the number of his shares or by distributing his votes on the same principle among any number of candidates.

#### ARTICLES VII

##### AMENDMENT OF THE ARTICLE OF INCORPORATION

7.1 Amendment. The Corporation may amend its Articles of Incorporation from time to time by a majority vote at any annual meeting of the Stockholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all shares entitled to vote at such meeting.

#### ARTICLE VIII

##### BYLAWS

8.1 Bylaws. The Bylaws by the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation management affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

#### ARTICLE IX

##### PREEMPTIVE RIGHTS

9.1 Except to the extent limit or denied by the section of  
AMENDED ARTICLES OF INCORPORATION - Page 4

the Articles of Incorporation those have the preemptive right to acquire unissued Treasury shares and securities convertible and such shares are carried no right to subscribe to acquired shares.

ARTICLE X

NOTICES

Article X is amended to read:

10.1 The address of the registered office is:


816 W. Bannock, Suite 302  
P. O. Box 6367  
Boise, Idaho 83707


10.2 The mailing address of the registered office is:


816 W. Bannock, Suite 302  
P. O. Box 6367  
Boise, Idaho 83707

The name of the resident agent at the registered office is Tereasa Guy.

In Witness whereof the undersigned of the above named Corporation has hereunto signed these Amended Articles of Incorporation of this 7 day of January, 1993.

  
\_\_\_\_\_  
Tereasa Guy, President  
816 W. Bannock, Suite 302  
P. O. Box 6367  
Boise, Idaho 83707

  
\_\_\_\_\_  
Toni Davidson Rome, Vice President  
816 W. Bannock, Suite 302  
P. O. Box 6367  
Boise, Idaho 83707

  
\_\_\_\_\_  
Toni Davidson Rome, Secretary/Treasurer  
816 W. Bannock, Suite 302  
P.O. Box 6367  
Boise, Idaho 83707

**VERIFICATION**

STATE OF IDAHO )  
                  ) ss  
County of Ada )

I, Donald A. Clarke, a notary public, do hereby certify that on this 7th day of January, 1993, personally appeared before me Tereasa Guy who, being by me first duly sworn, declared that she is the President of Guy • Rome and Associates, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Donald A. Clarke  
Notary Public for State of Idaho  
Residing at Boise ID  
My commission expires: 7-2-97

**VERIFICATION**

STATE OF IDAHO )  
                  ) ss  
County of Ada )

I, Donald A. Clarke, a notary public, do hereby certify that on this 7th day of January, 1993, personally appeared before me Toni Davidson Rome who, being by me first duly sworn, declared that she is the Vice President of Guy • Rome and Associates, Inc., that she signed the foregoing

