

2015 DEC 23 PM 4:26

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

TREASURE VALLEY COFFEE, INC.

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the Idaho Business Corporation Act, the undersigned Idaho corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is Treasure Valley Coffee, Inc. (the "Corporation").

Second: The following amendment to its Articles of Incorporation was adopted by the Corporation on December 23, 2015 in the manner prescribed by the Idaho Business Corporation Act:

A. Existing Article Sixth is deleted in its entirety and replaced as set forth below:

"SIXTH

The aggregate number of shares of stock which the Corporation shall have authority to issue shall be Ten Million (10,000,000) shares of stock consisting of:

- (1) One Million (1,000,000) shares of no par value Common Voting Stock;
and
- (2) Nine Million (9,000,000) shares of no par value Common Non-Voting Stock.

The preferences, privileges, and restrictions granted to or imposed upon shares of the no par value Common Voting Stock and no par value Common Non-Voting Stock and the holders thereof are as follows:

1. Common Voting Stock

The holders of shares of no par value Common Voting Stock, except as otherwise provided by law, shall have unlimited voting rights in the amount of one (1) vote for each share held.

2. Common Non-Voting Stock

The no par value Common Non-Voting Stock shall be identical in all respects to the no par value Common Voting Stock, provided, however, except to the extent otherwise mandated by the Idaho Business Corporation Act, the holders of the shares of no par value Common Non-Voting Stock shall have no voting rights.

IDAHO SECRETARY OF STATE

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1@ 20.00 = 20.00 EXPEDITE C #3

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3. Equal Rights in All Other Respects

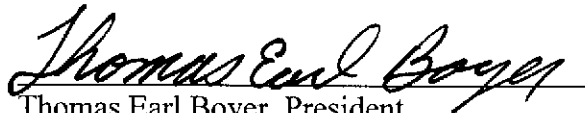
In all other respects, including, without limitation, rights to distributions and liquidation proceeds, the rights of the shares of no par value Common Voting Stock and the shares of no par value Common Non-Voting Stock shall be equal.

4. Conversion of Issued and Outstanding Shares

Each holder of issued and outstanding shares of common stock, \$1 par value, of the Corporation as of the date of these Articles of Amendment to Articles of Incorporation shall be automatically entitled to receive, and shall receive, without further action on the holder's part, one (1) share of no par value Common Voting Stock and twenty (20) shares of no par value Common Non-Voting Stock in conversion of and exchange for each issued and outstanding share of said \$1 par value common stock upon the filing of these Articles of Amendment to Articles of Incorporation."

Third: The Corporation certifies that these Articles of Amendment to Articles of Incorporation were duly adopted by unanimous votes of the directors and shareholders of the Corporation in accordance with the provisions of the Corporation's Articles of Incorporation and the Idaho Business Corporation Act.

Dated: December 23, 2015


Thomas Earl Boyer, President