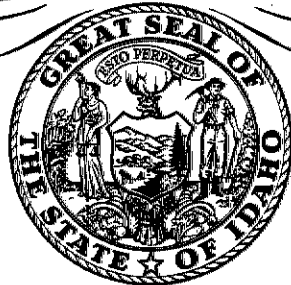


State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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

SCHWEITZER, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-eighth** day of **July**, **1964**, original articles of amendment, as provided by Section **s 30-146, 30-147 and 30-148, Idaho Code**, amending **ARTICLE VI**, increasing authorized capital stock to **\$500,000.00**, divided into **50,000 shares common stock @ par value of \$10.00 each**, and amending **ARTICLE V**,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **129** 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 **28th** day of **July**,
A. D., 1964 .

Secretary of State

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF SCHWEITZER,
INC.

KNOW ALL MEN BY THESE PRESENTS, That at a special meeting of the stockholders of Schweitzer, Inc. held at Sandpoint, Idaho on Friday, the 17th day of April, 1964, at 7:00 o'clock p.m., and written notice of said meeting having been given by mailing, postage pre-paid to each stockholder of record more than ten days prior to said meeting, specifying intention to amend the Articles of Incorporation, as shown by sworn affidavit thereof attached to the minutes of said meeting, that at such meeting, at which more than a quorum was present, it was duly moved, seconded and unanimously adopted by the stockholders that Article VI of the Articles of Incorporation be amended to read:

"The total amount of capital stock of said corporation shall be Five Hundred Thousand Dollars (\$500,000.00), all being common non-assessable stock, divided as follows: Fifty Thousand (50,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share."

And it was duly moved, seconded and unanimously adopted by the stockholders that the second paragraph of Article V be amended to read:

"The board of directors may from time to time establish and maintain within the State such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation."

IN WITNESS WHEREOF, the President and Secretary-Treasurer of Schweitzer, Inc. have hereunto set their hands and seals this 23rd day of July, 1964.



President



Secretary-Treasurer

STATE OF IDAHO,)
 :ss.
County of Bonner,)

WILLIAM B. BALLARD and BUD PALMER, being
first separately sworn, on their oaths depose and say:

That they are Vice President and Secretary-Treasurer
respectively of Schweitzer, Inc.

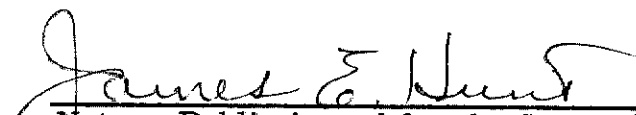
That as Vice President, William B. Ballard presided
at the above set forth meeting of the stockholders of Schweitzer, Inc.,
and Bud Palmer as Secretary-Treasurer did supervise and prepare
the minutes of the said meeting.

That the above and foregoing Certificate as to proceedings
of said meeting is true and correct, and that the same is true and correct
as appears from the minutes of said meeting as set forth in the record
books of said corporation.





Subscribed and sworn to before me this 23rd day of July,
1964.



Notary Public in and for the State of
Idaho, residing at Sandpoint therein.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
OF
SCHWEITZER, INC.

March 13, 1964

Dear Stockholder:

You are hereby notified that pursuant to call by the President of Schweitzer, Inc., a special meeting of the stockholders of Schweitzer, Inc. will be held at 7:00 o'clock P. M., on the 17th day of April, 1964, at the Community Hall at Sandpoint, Idaho, for the purpose of amending the Articles of Incorporation and for preliminaries for additional stock sale, and for the transaction of such other business as may be necessary or desirable in connection therewith.

Very truly yours,

BUD PALMER
Secretary

PROXY

KNOW ALL MEN BY THESE PRESENTS, That the undersigned stockholder of Schweitzer, Inc. does hereby constitute and appoint William B. Ballard the true and lawful attorney and proxy of the undersigned, to attend and represent the undersigned at the special meeting of the stockholders to be held on April 17, 1964, and for and on behalf of the undersigned to vote on any question, proposition or resolution or any other matter or thing which may come before said meeting, giving and granting unto said proxy full power of substitution and revocation, and hereby confirming all that said attorney and proxy shall do in the premises by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this proxy this _____ day of _____, 1964.

Stockholder

AFFIDAVIT

STATE OF IDAHO,)
 :ss.
County of Bonner,)

RUTH MC BURNEY being first duly sworn, deposes
and on her oath says:

That she is employed in the law offices of Raymond T.
Greene, Jr. and James E. Hunt at Sandpoint, Idaho.

That more than ten days prior to the 17th day of April,
1964, she did mail at Sandpoint, Idaho, with postage prepaid thereon,
to each of the stockholders as shown by the record books of Schweitzer,
Inc., a copy of the attached notice of special meeting of stockholders of
Schweitzer, Inc.

Further affiant sayeth not.

Ruth Mc Burney

Subscribed and sworn to before me this 23rd day of July,

1964.

James E. Hunt
Notary Public in and for the State of
Idaho, residing at Sandpoint therein.