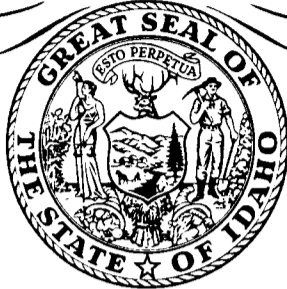


State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~ARNOLD WILLIAMS~~ ^{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

STATES INVESTMENT CORPORATION.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 10th day of October 1967, original articles of amendment, as provided by Section a, 30-151 & 30-152, Idaho Code.

Agreement of merger, merging CAPITOL BUILDING CORPORATION with and into STATES INVESTMENT CORPORATION, the survivor.

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ ^{will be} recorded on ~~File 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 10th day of October,

A. D., 19 67.

PETE T. CENARRUSA
Secretary of State

By Deputy

Secretary of State

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MERGER AGREEMENT

THIS AGREEMENT, Made and entered into this 1st day of August, 1967, by and between STATES INVESTMENT CORPORATION, an Idaho corporation, and the undersigned directors of said corporation (hereinafter sometimes jointly referred to as "STATES"), and CAPITOL BUILDING CORPORATION, an Idaho corporation, and the undersigned directors of said corporation (hereinafter sometimes jointly referred to as "CAPITOL"),

WITNESSETH:

WHEREAS, STATES INVESTMENT CORPORATION and CAPITOL BUILDING CORPORATION are each corporations duly organized and existing under the laws of the State of Idaho; and

WHEREAS, STATES INVESTMENT CORPORATION has an authorized capital of \$1,000,000.00, consisting of 10,000 shares of capital stock at no par value, of which 3,000 shares are currently issued and outstanding; and

WHEREAS, CAPITOL BUILDING CORPORATION has an authorized capital of \$50,000.00, consisting of 5,000 shares of capital stock at \$10.00 per share par value, of which 4,126 shares are currently issued and outstanding; and

WHEREAS, STATES INVESTMENT CORPORATION and CAPITOL BUILDING CORPORATION, acting through their respective Boards of Directors, desire to merge pursuant to the statutes of the State of Idaho, and for such purpose agree as hereinafter appears;

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions hereinafter contained, and in compliance with the statutes of the State of Idaho, it is hereby agreed that the said STATES INVESTMENT CORPORATION and CAPITOL BUILDING CORPORATION shall be and they are hereby merged into STATES INVESTMENT CORPORATION, and that the said constituent corporations shall hereafter be the single corporation, STATES INVESTMENT CORPORATION, which is hereby designated the surviving corporation. The terms and conditions of said merger shall

be as set forth in the following Articles:

ARTICLE I

The name of the surviving corporation shall be STATES INVESTMENT CORPORATION, and its corporate existence shall be governed by the laws of the State of Idaho.

ARTICLE II

The properties of the two constituent corporations which are to be merged consist of interests and estates in real property, mortgages, deeds of trust, stocks, securities, furniture, fixtures, cash in banks and otherwise held, receivables, franchises, and other property, both real and personal.

ARTICLE III

The Articles of Incorporation of STATES, as amended on May 1, 1967, constitute the current, valid and subsisting Articles thereof. The Articles of Incorporation of CAPITOL constitute the current, valid and subsisting Articles thereof. All officers and directors signatory hereto have been duly elected or appointed, and are currently qualified and acting for their respective companies.

ARTICLE IV

The manner of carrying the merger into effect and of converting the shares of CAPITOL into shares of STATES is as follows:

A. Upon the merger of STATES and CAPITOL, the separate existence of CAPITOL shall cease and STATES, without other transfer being required, shall succeed to and become the owner of all the rights, assets and properties of both constituent corporations, and all the rights, privileges, franchises, property, subscriptions, receivables, contracts and leases of both corporations, of whatever kind, without further act or deed shall be deemed transferred to and vested in STATES, and STATES shall assume and be subject to all debts, liabilities and outstanding contracts of both corporations.

B. The Articles of Incorporation of STATES, as amended, shall be the Articles of Incorporation of the surviving corporation, STATES INVESTMENT CORPORATION, which hereby reserves the right to alter, amend or repeal its Articles of Incorporation as constituted on the date of said merger, in the manner now or hereafter prescribed by Statute, or in said Articles, and all rights and powers of whatever nature conferred in said Articles of Incorporation or conferred hereunder upon stockholders, directors, officers, or any other person whomsoever, are subject to this reserved power.

C. The officers and directors of STATES on the effective date of the merger shall be the officers and directors of the surviving corporation.

D. The manner and basis of converting the shares of CAPITOL into shares of STATES is as follows:

1. Each share of the capital stock of STATES outstanding on the effective date of this agreement, shall be and remain outstanding as a share of the capital stock of the surviving corporation. Options to shares of STATES outstanding on the effective date of this agreement, if any, shall be and remain outstanding as an option to shares of the capital stock of the surviving corporation.

2. On the effective date of the merger, STATES shall issue to each shareholder of CAPITOL one share of STATES for every ten (10) shares of CAPITOL held by such shareholder, and said shares of CAPITOL shall be delivered to STATES for cancellation. Failure on the part of any shareholder of CAPITOL to deliver his, her or its shares to STATES for cancellation shall constitute a waiver on the part of the shareholder concerned to receive any dividends or distribution, in cash, property, or stock, which might otherwise accrue to or attach to the STATES shares such CAPITOL shareholder is entitled to receive under the terms of this merger.

3. Fractional shares of STATES shall not be issued. Shareholders of CAPITOL otherwise entitled to a fractional portion of a share of STATES, pursuant to the terms of exchange set forth herein, shall be entitled to receive cash therefor, or a full share of STATES, as follows: Any such shareholder may receive, in lieu of the fractional share to which otherwise entitled, such fractional portion of the sum of \$100.00 as the fractional portion of a full share to which he would otherwise have been entitled to receive; or any such shareholder may, at his option, purchase a full share of STATES stock at a price of \$100.00, and receive credit against such purchase price in the amount of such portion of \$100.00 which is the same as the fractional portion of a full share of STATES to which such shareholder would otherwise have been entitled.

E. Both STATES and CAPITOL and, by ratification of this Merger Agreement, the shareholders of each, do hereby agree and covenant that all shares of stock outstanding on the date hereof, whether of STATES or of CAPITOL, shall be deemed fully paid and non-assessable, and validly issued. The consideration forming the basis for issuance of any such outstanding shares of either constituent corporation shall incontestably be deemed adequate and fair in every instance, by the surviving corporation and its shareholders.

F. CAPITOL shall, from time to time, as requested by STATES, execute such documents and do such other acts and things, or cause them to be done, as STATES shall deem reasonably necessary or advisable in order to vest in and confirm to STATES title to and possession of the rights, properties, assets and business of CAPITOL, including contracts, and otherwise carry out the full intent and purpose of this agreement of merger, including participation in such litigation or proceedings as STATES shall deem reasonably required to carry out the full intent and purpose of this agreement of merger, and to consummate this agreement.

G. STATES shall pay all expenses of effecting the merger, subject to the audit provisions hereafter stipulated, and shall therefore determine expenses to be incurred for that purpose.

ARTICLE V

Anything to the contrary notwithstanding, this agreement contemplates an audit, inventory and verification of the assets and liabilities of each of the constituent corporations at the discretion of each corporation. And, if as a result of any such audit, inventory and verification, the board of directors of either corporation shall determine, before the meeting of stockholders of such corporation held for the purpose of voting upon the adoption of this agreement of merger, that in the interest of such corporation it is inadvisable to consummate the merger, the board of directors of that corporation

shall have the right to abandon this merger, and withdraw therefrom, by serving notice in writing of such abandonment and withdrawal upon the other corporation, and thereupon this agreement shall be void and of no effect whatever, and without liability on the part of either constituent corporation or its board of directors, officers, or stockholders.

ARTICLE VI

Each constituent corporation agrees to forthwith proceed to accomplish approval of this agreement by its shareholders.

ARTICLE VII

It is expressly agreed that the effective date of the merger shall be the date when both corporations have approved the same by vote of their shareholders as provided by law.

ARTICLE VIII

Each constituent corporation agrees to execute such supplemental agreements as appear desirable to implement the purposes of this agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed by their respective officers and directors duly authorized by the proper action of their respective boards of directors, as of the date first above written.

STATES INVESTMENT CORPORATION,
an Idaho corporation,

By

Jerry D. Caser
President

ATTEST:

Will D. Long
Secretary

FOR STATES INVESTMENT CORPORATION:

James H. Strick
Will D. Long
Jerry D. Caser

Constituting the entire board of directors of STATES INVESTMENT CORPORATION.

ATTEST:

Will D. Long
Secretary

CAPITOL BUILDING CORPORATION,
an Idaho corporation.

By

Jerry L. Caven
President

ATTEST:

Will R. Long
Secretary

FOR CAPITOL BUILDING CORPORATION:

Will R. Long
Jerry L. Caven
Constituting the entire board of directors of CAPITOL
BUILDING CORPORATION.

ATTEST:

Will R. Long
Secretary

STATE OF IDAHO)

)ss.

COUNTY OF ADA)

On this 31st day of August, in the year 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY L. CAVEN and WILL R. LONG, known to me to be the President and Secretary, respectively, of STATES INVESTMENT CORPORATION, the corporation whose name is subscribed to the within instrument, and acknowledged to me that they executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Dwight J. Bickel
Notary Public for the State of Idaho
Residing at Boise, Idaho

STATE OF IDAHO)

)ss.

COUNTY OF ADA)

On this 31st day of August, in the year 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY L. CAVEN and WILL R. LONG, known to me to be the President and Secretary, respectively, of CAPITOL BUILDING CORPORATION, the corporation whose name is subscribed to the within instrument, and acknowledged to me that they executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Dwight J. Bickel
Notary Public for the State of Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

JERRY L. CAVEN and WILL R. LONG, being first duly sworn,
depose and say:

That they are the duly elected and acting President and Secretary respectively, of CAPITOL BUILDING CORPORATION, an Idaho Corporation; and that at a duly called meeting of the Shareholders of said corporation held on the 31st day of August, 1967, a unanimous vote was cast approving and ratifying the above and foregoing Merger Agreement.

Jerry J. Cavan

SUBSCRIBED AND SWORN to before me this 5th day of September, 1967.

Dwight J. Fickel
Notary Public for the State of Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

JERRY L. CAVEN and WILL R. LONG, being first duly sworn,
depose and say:

That they are the duly elected and acting President and Secretary, respectively, for STATES INVESTMENT CORPORATION, an Idaho Corporation, and that at a duly called meeting of the Shareholders of said Corporation held on the 5th day of September, 1967, a unanimous vote was cast approving and ratifying the above and foregoing Merger Agreement.

Jerry J. Caver

SUBSCRIBED AND SWORN to before me this 5th day of September, 1967.

before me this 5th day of September

Dwight Z. Bickel
Notary Public for the State of Idaho
Residing at Boise, Idaho