

CERTIFICATE TO THE IDAHO

SECRETARY OF STATE

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation hereby submits this Certificate to the Secretary of the State of Idaho pursuant to the provision of Section 30-1-1007 of the Idaho Business Corporation Act.

1. The name of the Corporation is LATAH COUNTY TITLE COMPANY.

2. The Restated Articles of Incorporation of LATAH COUNTY TITLE COMPANY attached hereto as Exhibit "A" include amendments to its Articles of Incorporation requiring shareholder approval, in that Articles 2, 3, 4, 5, 6 and 7 shall be deleted in their entirety and replaced with Articles 2, 3, 4, 5, 6, 7 and 8 set forth in Exhibit "A" attached hereto.

3. The date of the adoption of said amendments by the shareholder of the Corporation is September 22nd 1998.

4. The number of shares outstanding of Corporation is eight hundred seventy-five (875) shares, all of which are entitled to vote.

5. The number of shares voting for and against said amendment, respectively, were as follows:

For Amendment	875 Shares
Against Amendment	-0- Shares

6. The amendment does not provide for the exchange, reclassification, or cancellation of issued shares.

7. The amendment does not effect a change in the amount of stated capital of the Corporation.

DATED this 22nd day of September, 1998.

LATAH COUNTY TITLE COMPANY

By: Charles J. Kiblen, Jr.
CHARLES J. KIBLEN, Jr. President

IDAHO SECRETARY OF STATE

09/29/1998 09:00
CK: 206512 CT: 4268 BN: 149266

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Exhibit "A"

RESTATED ARTICLES OF INCORPORATION
OF
LATAH COUNTY TITLE COMPANY

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SECRETARY OF STATE
STATE OF IDAHO

Restated Articles of Incorporation of LATAH COUNTY TITLE COMPANY are herein adopted and executed by said Corporation pursuant to the provisions of Section 30-1-1007 of the Idaho Business Corporation Act.

ARTICLE 1.

NAME

The name of this Corporation shall be "LATAH COUNTY TITLE COMPANY."

ARTICLE 2.

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares with Twenty-Five Dollars (\$25.00) par value per share, all of which shall be voting common stock.

ARTICLE 3.

REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

<u>Registered Agent</u>	<u>Registered Office Address</u>
Charles J. Kiblen, Jr.	106 E. Second Street Moscow, ID 83843

The mailing address of this Corporation shall be P.O. Box 8924, Moscow, ID 83843.

ARTICLE 4.

PREEMPTIVE RIGHTS

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE 5.

CUMULATIVE VOTING

Shareholders of this Corporation shall have cumulative voting rights.

ARTICLE 6.

DIRECTORS

a. The name and address of the director of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Charles J. Kiblen, Jr.	106 E. Second Street Moscow, ID 83843

b. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 7.

INDEMNIFICATION

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all

liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

ARTICLE 8.

SHAREHOLDER APPROVAL

If a vote of the shareholders is required to authorize any of the following matters, such matters shall require the approval of seventy percent (70%) of the outstanding shares entitled to vote:

- a. Amendment to Articles of Incorporation.
- b. Plan of Merger or Plan of Share Exchange.
- c. Sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, other than in the usual and regular course of business.
- d. Proposal to dissolve the Corporation.

The foregoing Restated Articles of Incorporation were duly adopted by the sole shareholder and director of this Corporation and supersede the original Articles of Incorporation and all amendments thereto.

DATED this 22nd day of September, 1998.

LATAH COUNTY TITLE COMPANY

By: Charles J. Kiblen, Jr.
Charles J. Kiblen, Jr., President