

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, FRED E. LOCKENS, 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 POST COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the Fifteenth day of February, 1932, original articles of amendment as provided by Sections 33, 34 and 35 of Chapter 262 of the 1929 Session Laws of the State of Idaho, reducing the number of directors from five (5) to three (3) and increasing the capital stock by providing the present Twenty Thousand Dollars (\$20,000.00), divided into two thousand (2,000) shares of par value of Ten Dollars (\$10.00) each to be common stock and One Thousand Seven Hundred and Fifty Dollars (\$1,750.00) cumulative preferred stock by issuance of thirty-five (35) shares of 7 per cent cumulative preferred stock of the par value of Fifty Dollars (\$50.00) each; preferred stock to be preferred as to dividends and assets, its rights to be cumulative, but no voting rights or privileges; to bear cumulative preferred dividends at rate of 7 per cent per annum from November 1, 1931, payable annually, and to be callable at \$105 per share; and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-25 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the number of directors of The Post Company is reduced from five to three and the capital stock is increased by providing the \$20,000.00, divided into 2,000 shares of the par value of \$10.00 each to be common stock and \$1,750.00 cumulative preferred stock, divided into 35 shares of 7 per cent cumulative preferred stock of the par value of \$50 each; preferred stock to be preferred as to dividends and assets, its rights to be cumulative, but no voting rights or privileges; to bear cumulative preferred dividends at rate of 7 per cent per annum from November 1, 1931, payable annually, and to be callable at \$105.00 per share.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed
the Great Seal of the
State. Done at Boise,
the Capital of Idaho,
this 15th day of February,
A.D. 1932.

Secretary of State

ARTICLES OF AMENDMENT
of
THE POST COMPANY, A CORPORATION

This is to certify that pursuant to notice duly and regularly given, a special meeting of the stockholders of the Post Company, a corporation, was held in the offices of the Company at Idaho Falls, Idaho, at two o'clock p.m. on Wednesday, February 10, 1932, for the purpose of amending the Articles of Incorporation of said Company as hereinafter set out.

That said meeting was duly and regularly called by the Secretary of said Company and due and regular notice of the time, place and purpose of said meeting was given to each and every stockholder of said company by placing a written notice of said meeting in the United States Mail, Registered, postage prepaid, and addressing the same to each stockholder at his last known Postoffice address, a copy of said notice being as follows, to-wit:

"NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
OF THE POST COMPANY

NOTICE IS HEREBY GIVEN:

That a special meeting of the stockholders of the Post Company, an Idaho corporation, with its principal place of business in Idaho Falls, Idaho, has been called for and will be held on the 10th day of February, 1932, at 2:00 p.m. at the office of the company, to-wit, the newspaper and printing plant of the Post-Register in Idaho Falls, Idaho, for the purpose of amending the Articles of Incorporation and increasing the capital stock of said corporation in the following manner, to-wit:

1. Providing for a Board of Directors of three persons for said company.
2. Increasing the capital stock of said company by the issuance of 35 shares of 7% cumulative preferred capital stock of the par value of \$50.00 per share, callable at \$105.00 per share, said stock to bear dividends at the rate of 7% per annum from November 1st, 1931, payable annually, said stock to be delivered as soon as issued to Register

Printing and Publishing Company,
a corporation of Idaho Falls, Idaho,
or its assigns.

Dated January 2nd, 1932.

By Order of the Board of Directors.

E. F. McDERMOTT
SECRETARY

Said notice of said special stockholders meeting of the Post Company was given in the manner prescribed by the statutes of the State of Idaho and the By-Laws of the Company, so that written notice of the time, place and purpose of said special meeting of the stockholders was given to each stockholder at least thirty days prior to said meeting.

At said special meeting of the stockholders held in the offices of the Company at Idaho Falls, Idaho, on February 10, 1932, at two o'clock p.m. the following persons, holding the number of shares of stock set opposite their respective names, were present either in person or by proxy:

J. Robb Brady Trust Company, represented by its President, Josephine Murphy	1957 shares
John Hood, proxy held by D. Worth Clark	1 share
Josephine Murphy	1 share
E. F. McDermott	1 share
J. E. Ellis	<u>10 shares</u>
Total	1970 shares

That the total authorized and issued stock of the Post Company at the time of holding said meeting was 2,000 shares of common stock of the Par value of \$10 per share, and that the total stock represented in person or by proxy at said meeting set out above comprised more than two-thirds of the total issued stock of said corporation.

There was then presented to said stockholders meeting the following resolution by E. F. McDermott, who moved its adoption, the same being seconded by J. E. Ellis, to-wit:

"BE IT RESOLVED AND ORDERED:

That whereas on October 27, 1931, the corporation entered into a contract with the Register Printing and Publishing Company, Inc., a corporation of Idaho Falls, Idaho, to purchase from the latter most of its assets for the sum of \$23,750.00 and agreed to pay said purchase price in the form of \$22,000.00 cash and \$1,750.00 in the form of 35 shares of 7% cumulative preferred capital stock of the par value of \$50.00 per share of said Post Company, and

WHEREAS, the cash consideration has been paid by said Post Company and it is now necessary to issue and deliver to said Register Printing and Publishing Company said 35 shares of 7% cumulative preferred stock of the par value of \$50.00 a share.

That therefore, the Articles of Incorporation of the Post Company be and they hereby are amended by increasing the capital stock of said Post Company by the authorization and issuance of 35 shares of 7% cumulative preferred capital stock of the par value of \$50.00 per share, callable at \$105.00 per share, said stock to bear dividends at the rate of 7% per annum from November 1, 1931, said dividends to be payable annually, said stock to be delivered as soon as issued to the Register Printing and Publishing Company, a corporation, of Idaho Falls, Idaho, or its assigns."

The foregoing resolution was immediately put to a vote and all stock present, either in person or by proxy, voted in favor of said resolution, none voting against it.

That by reason of said vote, said resolution was carried, adopted and so ordered.

Whereupon, the following resolution was presented by E. F. McDermott, who moved its adoption, the same being seconded by J. E. Ellis, to-wit:

"BE IT RESOLVED AND ORDERED:

WHEREAS, it is felt that the business of the corporation can be more expeditiously carried on with three directors than with five, that, therefore, the Board of Directors of said Post Company, a corporation, is hereby reduced from five to three."

The foregoing resolution, upon being put to a vote, all stock present, either in person or by proxy, voted in favor thereof, none voting against said resolution and by reason of said vote, said resolution was carried, adopted and so ordered.

IT IS FURTHER CERTIFIED that the total number of shares of stock, including those previously authorized which the corporation will thenceforth after said meeting be authorized to have, are:

Common Stock - 2,000 shares of the par value
of \$10.00 per share

Cumulative Preferred Stock: 35 shares of the
par value of \$50.00 a share.

The preferred stock aforesaid is to be preferred both as to dividends and to assets, and its rights are to be cumulative, but it is to have no voting rights or privileges; it is to bear cumulative preferred dividends at the rate of 7% per annum from November 1, 1931, payable annually, and is to be callable by the corporation at \$105.00.

Dated February 11, 1932.

Josephine Murphy
Vice-President
Edwin F. McDermott
Secretary


STATE OF IDAHO)
) SS
COUNTY OF BANNOCK)

JOSEPHINE MURPHY and E. F. MCDERMOTT, being first duly sworn, depose and say that they are the Vice-President and Secretary, respectively, of the Post Company, a corporation, and that they were the Chairman and Secretary, respectively, of the stockholders meeting of said company hereinbefore described; that they have read the foregoing Articles of Amendment, know the contents thereof, and the same are true as they verily believe.

Josephine Murphy
Edwin F. McDermott

SUBSCRIBED AND SWORN TO before me this 11th day of
February, 1932.

(SEAL)


NOTARY PUBLIC FOR IDAHO
Residence: Pocatello, Idaho.