

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

UNITED STATES FLAG EDUCATION, INC.

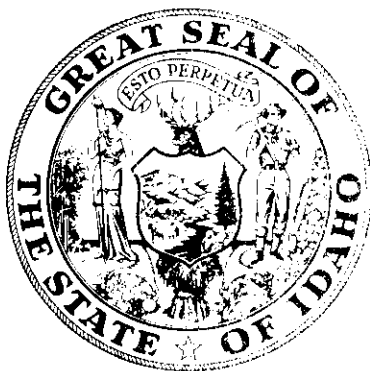
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

UNITED STATES FLAG EDUCATION, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **January 10** _____, 19 **83** .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

UNITED STATES FLAG EDUCATION, INC.

Pursuant to the provisions of Section 30-0-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation for the purpose of changing said corporation from a non-profit to a profit corporation.

FIRST: The name of the corporation is United States Flag Education, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the Board of Directors and the members of the corporation on December 1, 1982, in the manner prescribed by the Idaho Business Corporation Act:

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including but not limited to education of youth and adults regarding the proper use of the American Flag.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 500.

The amount of the total authorized capital stock of this corporation is 500 shares with \$25.00 par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not assessable and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V

The address of the initial registered office of the

corporation is Route 2 Box 2274 (700 West 100 South), Paul, Idaho 83347, and the name of its initial registered agent at such address is Otha McGill.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Otha McGill	Route 2 Box 2274, Paul, Idaho 83347
Agnes McGill	Route 2 Box 2274, Paul, Idaho 83347
Donald E. Mayes	Route 2 Box 41, Paul, Rupert, Idaho 83350

ARTICLE VII

Provisions for the regulation of the internal affairs of the corporation are:

Section 1: MEETINGS OF SHAREHOLDERS: Meetings of the shareholders of the corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

Section 2: CODE OF BY-LAWS: The initial Code of By-Laws of the corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3: AMENDMENTS OF ARTICLES OF INCORPORATION: The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statutes of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

ARTICLE VIII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Otha McGill	Route 2 Box 2274, Paul, Idaho 83347

NAME

ADDRESS

Agnes McGill
Donald E. Mayes

Route 2 Box 2274, Paul, Idaho 83347
Route 2 Box 41, Rupert, Idaho 83350

Delete from original Articles of Incorporation all of
Article IX.

DATED This 6th day of December, 1982.

UNITED STATES FLAG EDUCATION, INC.

By: Otha E McGill
Otha McGill, President

and: Donald E Mayes
Donald E. Mayes, Secretary

STATE OF IDAHO)
) ss.
County of Minidoka)

I, Brent T. Robinson, a Notary Public, do hereby certify
that on this 6th day of December, 1982, personally appeared
before me Otha McGill, who, being by me first duly sworn,
declared that he is the President of United States Flag Education,
Inc., that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(SEAL)

Brent T. Robinson
Notary Public for Idaho
Residing at Rupert, Idaho
My commission expires: Life