



# ARTICLES OF AMENDMENT

(General Business)

**FILED/EFFECTIVE**

JUL 19 8 50 AM '00

To the Secretary of State of the State of Idaho  
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned  
corporation amends its articles of incorporation as follows:

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is: LOGAN CROSSING MANAGEMENT CORPORATION

2. The text of each amendment is as follows:

Please see Articles 9, 10, and 11 attached hereto as  
Exhibit A that are hereby added to the original Articles  
of Incorporation, filed July 10, 2000.

3. The date of adoption of the amendment(s) was: July 17, 2000

4. Manner of adoption (check one):

☐ The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.

☒ None of the corporation's shares have been issued and was, therefore, adopted by the  
☐ incorporator ☒ board of directors.

☐ The number of shares outstanding and entitled to vote was \_\_\_\_\_

The number of shares cast for and against each amendment was:

Amended article      Shares for      Shares against

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Dated: July 17, 2000

Signed by: [Signature]  
Its President Gary Hawkins  
(Capacity of signer)

IDAHO SECRETARY OF STATE

07/19/2000 09:00  
CK: 8241 CT: 22761 BH: 334679

1 @ 30.00 = 30.00 AMEND PROF # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C134702

## **EXHIBIT A**

**Articles 9, 10, and 11 are hereby added to the Articles of Incorporation of LOGAN CROSSING MANAGEMENT CORPORATION as follows:**

ARTICLE 9: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

ARTICLE 10: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, except that the director or officer shall be allowed to compete with the Corporation and such competing shall not be considered a breach of loyalty or conflict of interest; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director of the Corporation derived an improper financial benefit. If the Idaho Business Corporation Act is hereafter amended to permit further elimination or limitation of 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 this Article Ten by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 11: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, is required to take or cause the Logan Crossing LLC to take any of the following actions:
  - (a) Causing the Corporation or Logan Crossing LLC to become insolvent.
  - (b) Commencing any case, proceeding or other action on behalf of the Corporation or Logan Crossing LLC under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors.
  - (c) Instituting proceedings to have the Corporation or Logan Crossing LLC adjudicated as bankrupt or insolvent.
  - (d) Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or Logan Crossing LLC.
  - (e) Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or Logan Crossing LLC of its debts under any federal or state law relating to bankruptcy.

- (f) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or Logan Crossing LLC or a substantial portion of the properties of the Corporation or Logan Crossing LLC.
  - (g) Making any assignment for the benefit of the Corporation's or Logan Crossing LLC's creditors.
  - (h) Taking any action or causing the Corporation or Logan Crossing LLC to take any action in furtherance of any of the foregoing.
2. For so long as the Indebtedness is outstanding, the Corporation shall not:
- (a) Amend the Articles of Incorporation and Bylaws or permit Logan Crossing LLC to amend its operating agreement, without the consent of the Lender or its Assignees.
  - (b) Engage in any business activity other than as set forth in Article 7.
  - (c) Withdraw as a manager of Logan Crossing LLC.
  - (d) Dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause Logan Crossing LLC to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets.
  - (e) Transfer its interest or a portion thereof in the Property, except as expressly permitted under the loan documents executed in connection with the Indebtedness.
  - (f) Consent to amend the Operating Agreement or the Articles of Organization of Logan Crossing LLC, without the permission of the then current Lender of Logan Crossing LLC.
3. The Corporation shall require Logan Crossing LLC to:
- (a) Not commingle its assets with those of any other entity and hold its assets in its own name.
  - (b) Conduct its own business in its own name.
  - (c) Maintain bank accounts, books, records, accounts and financial statements separate from any other entity.
  - (d) Maintain its books, records, resolutions and agreements as official records and separate from any other entity.

- (e) Pay its own liabilities out of its own funds.
- (f) Maintain adequate capital in light of contemplated business operations.
- (g) Observe all corporate or other organizational formalities.
- (h) Maintain an arm's length relationship with its affiliates.
- (i) Pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations.
- (j) Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others.
- (k) Not acquire obligations or securities of affiliates or shareholders.
- (l) Not make loans to any other person or entity.
- (m) Allocate fairly and reasonably any overhead for shared office space.
- (n) Use separate stationery, invoices, and checks.
- (o) Not pledge its assets for the benefit of any other entity.
- (p) Hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity.
- (q) Not identify itself or any of its affiliates as a division or part of the other.