

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, 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

**ANDREWS TROPHY HOMES, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-ninth** day of **December**, **1964**, original articles of amendment, as provided by Section **s 30-146, 30-147 and 30-149, Idaho Code**, decreasing authorized capital stock from \$1,000,000.00 to \$50,000.00, divided into 50,000 shares @ par value of \$1.00 per share,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~<sup>will be</sup> recorded on ~~Film No.~~<sup>microfilm</sup> 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 **29th** day of **December**, A. D., 19 **64**.

Secretary of State

ARTICLES OF REDUCTION OF CAPITAL STOCK

of

ANDREWS TROPHY HOMES, INC.

1  
2  
3 WE, Ray L. Andrews, President, and Ruth E. Andrews, Secretary-  
4 Treasurer of ANDREWS TROPHY HOMES, INC., an Idaho corporation, do each of us  
5 hereby certify that a special meeting of the stockholders was regularly held  
6 after due notice thereof, according to the requirements of the Idaho Code  
7 and the By-Laws of said Corporation, at the office of the Corporation at  
8 2525 Pole Line Road, Pocatello, Idaho, on the 17th day of December, 1964, at  
9 which meeting more than two-thirds (2/3) of the voting power of all share-  
10 holders was represented in person and voted unanimously in favor of the  
11 following resolutions amending the Articles of said Corporation:

12 BE IT RESOLVED that the Articles of Incorporation of  
13 Andrews Trophy Homes, Inc. be amended by eliminating Article V  
14 of said Articles of Incorporation, which said Article now  
15 reads as follows:

16 ARTICLE V CAPITAL STOCK

17 The capitalization of this corporation shall  
18 be One Million Dollars (\$1,000,000). The total  
19 number of shares shall be one million at a par  
20 value of One Dollar (\$1.00) per share. All shares  
21 shall be of the same class and have the same  
22 voting and other rights, and all stock issued  
23 shall be fully paid and non-assessable.

24 BE IT FURTHER RESOLVED that the following Article be  
25 substituted in lieu of the foregoing Article which was adopted by  
26 amendment of the Andrews Trophy Homes, Inc. on the 11th day of  
27 September, 1962:

28 ARTICLE V CAPITAL STOCK

29 The capitalization of this corporation shall  
30 be Fifty Thousand Dollars (\$50,000). The total  
31 number of shares shall be fifty thousand at a par  
32 value of One Dollar (\$1.00) per share. All shares  
shall be of the same class and have the same voting  
and other rights, and all stock issued shall be  
fully paid and non-assessable.

33 BE IT FURTHER RESOLVED that the ANDREWS TROPHY HOMES, INC.,  
34 an Idaho corporation, is a corporation without assets, income or  
35 profits since 1963, and that the proposed reduction of capital  
36 stock will not reduce the fair value of the assets of the Corporation

1 to an amount less than the total amount of its debts and liabilities  
2 plus the amount of its capital stock as so reduced.

3 BE IT FURTHER RESOLVED that the total authorized stock of  
4 said Corporation as of the date of this proposed Article of Reduction  
5 is One Million Dollars (\$1,000,000) of one million shares (1,000,000  
6 shares) of stock at a par value of One Dollar (\$1.00) per share, all  
7 shares of the same class with the same voting and other rights and  
8 all fully paid and non-assessable; that it is proposed that said  
9 authorized stock of said Corporation be reduced from one million  
10 (1,000,000) shares at a par value of One Dollar (\$1.00) per share  
11 to Fifty Thousand Dollars (\$50,000) at a par value of One Dollar  
12 (\$1.00) per share, and that the fifty thousand (50,000) shares all  
13 be of the same class and have the same voting and other rights, and  
14 all stock issued shall be regarded as fully paid and non-assessable.

15 BE IT FURTHER RESOLVED that the number of shares that  
16 presently have a par value are one million (1,000,000) and the par  
17 value thereof is One Dollar (\$1.00) per share, there being no shares  
18 whatsoever that have no par value; the proposed number of shares to  
19 have a par value are fifty thousand (50,000) and a par value thereof  
20 of One Dollar (\$1.00) per share, with no proposed shares having no  
21 par value.

22 BE IT FURTHER RESOLVED that the proposed reduced capital  
23 stock shall be of the same class as heretofore existed following  
24 adoption of the Article of Amendment executed by ANDREWS TROPHY  
25 HOMES, INC. dated September 11, 1962, and shall likewise have the  
26 same voting power, to-wit: one vote per share, same preferences and  
27 restrictions except that the total amount of authorized stock shall  
28 be Fifty Thousand Dollars (\$50,000) instead of One Million Dollars  
29 (\$1,000,000).

30 GIVEN under our hands and the seal of this Corporation this 17 day  
31 of December, 1964.

32 Attest: Guthrie Andrews  
Secretary-Treasurer

Ray L. Andrews  
PRESIDENT

SUBSCRIBED AND SWORN TO BEFORE ME THIS 18 day of December, 1964.

Paul S. Boyd Jr.  
Notary Public Residing at Pocatello,  
Idaho