

**FILED**

98 DEC 21 AM 8:43

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CLARK REAL ESTATE CO.

IDAHO SECRETARY OF STATE

12/21/1998 09:00  
TX: 1659 CT: 88631 BH: 171761

1 @ 30.00 = 30.00 AMEND PROF # 2

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- I The name of this corporation is **Clark Real Estate Co., an Idaho Corporation.**
2. The Articles of Amendment of this corporation are as follows:

Article V of this corporation's Articles of Incorporation shall be and read as follows:

**ARTICLE V**

The corporation is authorized to issue one class of shares, designated "No Par Value Voting Common Stock." The total number of shares the corporation is authorized to issue is Fifteen (15) shares. The holders of issued No Par Value Voting Common Stock shall have all rights of voting for all matters pertaining to the Corporation, including the right to elect the board of directors. The corporation is authorized to issue one class of shares, designated "No Par Value Non-Voting Common Stock." The total number of shares the corporation is authorized to issue is Fourteen Hundred Forty(1440) shares. The holders of issued No Par Value Non-Voting Common Stock shall not be entitled to vote on any matter, unless such voting rights are required by statute. In connection with the adoption of the amendment to the Articles of Incorporation reflected herein, the Board of Directors and the sole shareholder of the corporation have unanimously approved a reclassification of the Corporation's stock. In connection therewith, the sole shareholders of the corporation shall surrender all of its stock certificates to the corporation.

Article X, Section 4 shall be deleted in its entirety.

Article X, Section 5 shall be renumbered as Article X, Section 4.

Except as set forth above, this corporation's Articles of Incorporation shall be unchanged.

3 . The foregoing amendments to the Articles of Incorporation were adopted by the corporation's sole shareholder effective as of January 1, 1997, in accordance with the requirements of Sections 30-1-59 and 30-1-61 of the General Business Corporations Act.

4. Prior to the adoption of the foregoing amendments to the Articles of Incorporation, the corporation had one class of shares outstanding, designated as Common Stock,

and 150 shares of Common Stock were outstanding. All of such shares were entitled to vote on the adoption of the foregoing amendments.

5. The outstanding shares of Common Stock were each entitled to one vote on the amendments to the Articles of Incorporation, so 150 votes were entitled to be cast with respect to the amendments. Shareholders cast 150 votes in favor of the proposed amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation are hereby executed, effective as of the 1st' day of January, 1997.



Rodney T. Clark, President  
Clark Real Estate Co.

Kay Clark, Secretary  
Clark Real Estate Co.

**JOINT RESOLUTION OF SHAREHOLDER AND BOARD**

**OF**

**DIRECTORS**

**OF**

**CLARK REAL ESTATE CO., an Idaho Corporation  
REGARDING RECLASSIFICATION**

The undersigned, being the sole shareholder and all of the directors of CLARK REAL ESTATE CO., an Idaho corporation (the "Corporation"), hereby consent to, vote in favor of and adopt the following resolutions without a meeting:

RESOLVED THAT the stock of the Corporation be reclassified, such that the sole shareholder of the Corporation shall receive shares of Voting Stock and shares of Non-Voting Stock in exchange for the surrender of the currently outstanding Common Stock.

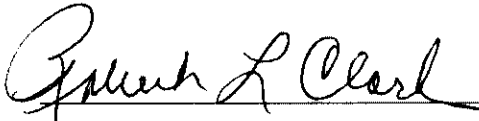
FURTHER RESOLVED, that the officers of the corporation are authorized to adopt Articles of Amendment to the Corporation's Articles of Incorporation to effectuate the plan of reclassification set forth herein in substantially the form set forth on Exhibit A, attached hereto.

FURTHER RESOLVED that in connection with the adoption of the amendments to the Articles of Incorporation reflected herein, the Board of Directors and the sole Shareholder have unanimously approved a reclassification of the Corporation's stock. In connection therewith, the sole shareholder of the Corporation shall surrender its stock certificate to the Corporation. The sole shareholder shall receive Fourteen Hundred Forty(1440) shares of No Par Value Non-Voting Common Stock. Additionally, the sole shareholder shall receive Fifteen (15) shares of No Par Value Voting Common Stock.

THIS RESOLUTION has been executed, effective as of the 1st' day of January,

1997.

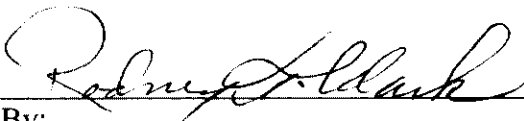
DIRECTORS:

  
\_\_\_\_\_  
ROBERT L. CLARK

  
\_\_\_\_\_  
GARY A. CLARK

SHAREHOLDER:

RODNEY T. CLARK AND KAY J. CLARK  
FAMILY TRUST u/a/d/ March 29, 1985

  
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By:  
Rodney T. Clark, Trustee