

AMENDMENT TO THE ARTICLES OF INCORPORATION OF
ADA DISTRIBUTING CO., INC.
AN IDAHO CORPORATION

FILED

92 JUL -9 AM 8:52
STATE OF IDAHO

REFERENCE: ARTICLE V - CAPITAL STOCK
July 8, 1999

WHEREAS, the corporation desires to amend its Articles of Incorporation as provided in Section 30-1-58, Idaho Code, a resolution has been presented to the Shareholders of Ada Distributing Co., Inc., as follows:

WHEREAS, the resolution was unanimously approved by the shareholders on July 6, 1999, at a special meeting duly held in the offices of the corporation, in Boise, Idaho. Said resolution authorized a change in the Class or Classes of authorized capital stock.

NOW BE IT RESOLVED, the officers of the corporation are hereby directed to notify the Idaho Secretary of State, of the amendment to the Articles of Ada Distributing Co., Inc. in such form as is required by Section 30-1-61, Idaho Code. The Articles of amendment shall be executed in duplicate for the corporation by its President, by its Secretary, and shall set forth the following:

(a) The name of the corporation:

ADA DISTRIBUTING CO., INC.

(b) The amendment so adopted:

To change the class of the authorized capital stock of the corporation from Eleven Thousand (11,000) shares, divided into two classes, "Class A Voting Stock", and "Class B Non Voting Stock", to Eleven Thousand (11,000) shares all being nonassessable, voting common stock having no par value and designated as "Class A Voting Stock".

(c) The date of the adoption of the amendment by the Shareholders:

July 6, 1999 is the date of adoption.

(Cont'd)

IDAHO SECRETARY OF STATE

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ADA DISTRIBUTING CO., INC.

- (d) The designation of the number of outstanding shares entitled to vote upon the Articles of Amendment:

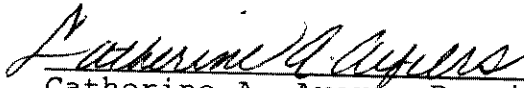
501 shares are the designated number of the issued and outstanding shares entitled to vote upon the Articles of Amendment.

- (e) The number of shares voted for and against such amendment:

501 shares in person, voted for the amendment.


Upon approval of 100% of the shareholders and shares of "Class A Voting Stock" issued and outstanding, this amendment has been adopted.

ADA DISTRIBUTING CO., INC.


Catherine A. Ayers, President

Attest:

(S E A L)


Susan H. Hewett, Secretary

99 JUL -9 AM 8:52

STATE OF IDAHO

WAIVER OF NOTICE AND CONSENT TO THE HOLDING OF A
SPECIAL MEETING OF THE SHAREHOLDERS OF
ADA DISTRIBUTING CO., INC.
AN IDAHO CORPORATION

The undersigned, being the holder of 100% of the issued and outstanding shares of Class A voting stock of Ada Distributing Co., Inc., an Idaho corporation, do hereby waive notice and publication of notice of said special meeting of the shareholders, to take place in Boise, Idaho, on July 6, 1999, at 471 North Curtis Road, for the transaction of any and all business that may be legally done at such meeting of the shareholders, and we further agree that any business transacted at such meeting shall be valid and legal and of the same force and effect as though said meeting was held after notice given and published.

Dated this 6th day of July, 1999.

Marianne F. Hirschburg
Marianne F. Hirschburg

NORTHWEST LAND AND CATTLE COMPANY

Peter L. Hirschburg
Peter L. Hirschburg, President

Minutes of a Special Meeting of the Shareholders
of Ada Distributing Co., Inc.
An Idaho Corporation

Pursuant to a Waiver of Notice and Consent having been signed by shareholders holding 100% of the issued and outstanding shares of Class A voting stock, a special meeting of the shareholders of Ada Distributing Co., Inc., an Idaho corporation, was convened at 11:20 a.m., on July 6, 1999, at the offices of the corporation, 471 North Curtis Road; Boise, Idaho.

100% of the voting shares, issued and outstanding were represented in person, constituting a quorum.

The President, Catherine A. Ayers, acted as Chairman of the meeting and the Secretary, Susan H. Hewett, was Secretary thereof.

Motion made by Peter L. Hirschburg, to waive the reading of the minutes of the last meeting. Said motion was seconded by Marianne F. Hirschburg and unanimously approved.

WHEREAS, it is the desire of the corporation to amend Article V, of its Articles of Incorporation. (Class of authorized capital stock.)

The Chairman then proposed the following resolution:

NOW BE IT RESOLVED, that the shareholders vote to change the class of the authorized capital stock of the corporation from Eleven Thousand (11,000) shares, divided into two classes, "Class A Voting Stock", and "Class B Non Voting stock", to Eleven Thousand (11,000) shares all being nonassessable, voting common stock having no par value and designated as "Class A voting stock."

FURTHER RESOLVED, that the President and/or Secretary of the corporation are hereby directed to notify the Idaho Secretary of State, of the amendment to the Articles of Ada Distributing Co., Inc.

The resolution as proposed was seconded by Marianne F. Hirschburg and unanimously approved by all shareholders.

(Cont'd)

Ada Distributing Co., Inc.

July 6, 1999

Special Shareholders Meeting

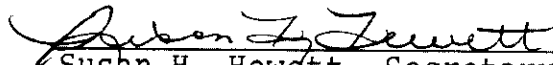
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The Chairman then proposed the following resolution:

RESOLVED, that the President be directed to call a meeting of the board of directors, immediately following the adjournment of this shareholders meeting, to further approve and comply with all resolutions adopted at this special meeting.

The resolution as proposed was seconded by Peter L. Hirschburg and unanimously approved.

There being no further business to come before the meeting a motion to adjourn was made by Peter L. Hirschburg, seconded by Marianne F. Hirschburg and unanimously approved. Said meeting adjourned at 11:30 a.m.


Susan H. Hewett, Secretary

Approved:


Catherine A. Ayers, President

