

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

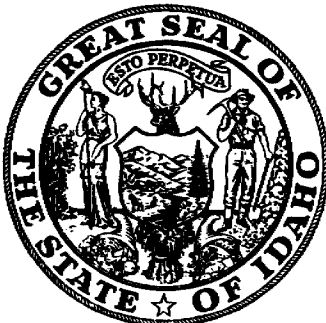
WAREMART, INC.

File Number C 40158

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 WAREMART, 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: July 13, 1994



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Anna Sisk*

JUL 13 1 45 PM '94  
SECRETARY OF STATE

## ARTICLES OF AMENDMENT

### TO THE

### ARTICLES OF INCORPORATION OF WAREMART, INC.

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CK #: 11536 CUST# 2105  
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Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Waremart, Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on July 5, 1994 in the manner prescribed by the Idaho Business Corporation Act:

1. That Article Second of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### SECOND

The purpose for which the Corporation is organized is the transaction of any and all lawful business or businesses for which corporations may be incorporated pursuant to the Idaho Business Corporation Act. The Corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Idaho Business Corporation Act, including, but not limited to, all powers necessary or convenient to effect the Corporation's purposes.

2. That Article Third of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### THIRD

The Corporation is to have perpetual existence.

3. That Article Fourth of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### FOURTH

The address of the registered office of the Corporation is 8590 Fairview Ave., Boise, Idaho, 83704, and the name of the registered agent at such address is Gary R. Piva.

4. That Article Fifth of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### FIFTH

The aggregate number of shares which the Corporation shall have authority to issue is 20,000,000 shares of common stock with a par value of 3-1/3¢ per share.

5. That Article Sixth of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### SIXTH

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Shirley A. Piechura	711 1/2 Bannock Street Boise, Idaho 83701
Judith Davies	711 1/2 Bannock Street Boise, Idaho 83701
Mary Hopkins	711 1/2 Bannock Street Boise, Idaho 83701

6. That Article Seventh of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### SEVENTH

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment.

7. That Article Eighth of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### EIGHTH

The number of Directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the Corporation shall not be less than three. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. Cumulative voting of shares in the election of Directors shall not be allowed.

8. That Article Ninth of the Articles of Incorporation of Waremart, Inc. be deleted in its entirety and the following substituted therefor:

#### NINTH

The stockholders of the Corporation shall have no preemptive or preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, or to any securities carrying a right to subscribe to or acquire stock of the Corporation.

9. That Articles Tenth and Eleventh of the Articles of Incorporation of Waremart, Inc. be deleted in their entirety and that Articles Twelfth, Thirteenth and Fourteenth be renumbered consecutively as Articles Tenth, Eleventh and Twelfth respectively.
10. That former Article Thirteenth, amended herein to hereafter be identified as Article Eleventh, be deleted in its entirety and the following substituted therefor:

#### ELEVENTH

Except as otherwise provided in Section 30-1-54(2) of the Idaho Business Corporation Act, as now in effect or as hereafter amended, the Directors of the Corporation shall have no personal liability whatsoever to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a Director, then such liability 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 Eleventh or of the provisions of the Idaho Business Corporation Act which permit the elimination of the liability of Directors by this Article Eleventh shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

11. That former Article Fourteenth, amended herein to hereafter be identified as Article Twelfth, be deleted in its entirety and the following substituted therefor:

#### TWELFTH

The Directors, officers, employees or agents of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified in the manner and to the fullest extent permitted by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect or as hereafter amended. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she

is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of Directors or other persons identified above in this Article, then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Twelfth or of the provisions of the Idaho Business Corporation Act which permit the indemnification of Directors, officers, employees or agents by this Article shall not adversely affect any right or protection of a Director of the Corporation or other person identified in this Article existing at the time of such repeal or modification.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 8,583,971 and the number of shares entitled to vote thereon was 8,583,971, all shares of the corporation being of one class.

FOURTH: The number of shares that voted for such amendments were 6,569,445, and no shares voted against the amendments.

FIFTH: The foregoing amendments do not provide for an exchange, reclassification or cancellation of issued shares, and do not affect a change in the amount of stated capital of the Corporation.

DATED this 11<sup>th</sup> day of July, 1994.

WAREMART, INC.

By William D. Long  
William D. Long  
Its President

By Robert T. Richins  
Robert T. Richins  
Its Secretary

STATE OF IDAHO            )  
                              ) ss:  
County of Ada            )

I, Julie Allen, a notary public, do hereby  
certify that on this 11th day of July, 1994 personally appeared  
before me WILLIAM D. LONG, who, being by me first duly sworn,  
declared that he is the President of WAREMART, INC., that he  
signed the foregoing document as President of the corporation,  
and that the statements therein contained are true.

Julie Allen  
Notary Public for Idaho  
Residing at Boise  
My Commission Expires 9-8-95

STATE OF IDAHO            )  
                              ) ss:  
County of Ada            )

I, Julie Allen, a notary public, do hereby  
certify that on this 11th day of July, 1994 personally appeared  
before me ROBERT T. RICHINS, who, being by me first duly sworn,  
declared that he is the Secretary of WAREMART, INC., that he  
signed the foregoing document as Secretary of the corporation,  
and that the statements therein contained are true.

Julie Allen  
Notary Public for Idaho  
Residing at Boise  
My Commission Expires 9-8-95

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