

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

MOORE FINANCIAL GROUP INCORPORATED

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 _____

MOORE FINANCIAL GROUP INCORPORATED

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 May 16 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

Articles of Amendment
to the
Articles of Incorporation
of
MOORE FINANCIAL GROUP INCORPORATED

MAY 16 10 13 AM '88
SECRETARY OF STATE

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:

Name of Corporation: Moore Financial Group Incorporated.

The following amendments to the Articles of Incorporation were adopted by the Shareholders of the corporation on April 21, 1988, in the manner prescribed by the Idaho Business Corporation Act:

Amendment No. 1: The first sentence of Article III was amended to read as follows:

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 24,500,000, of which 500,000 shares shall be Cumulative Preferred Stock, \$1 par value, issuable in series, and 24,000,000 shares shall be Common Stock, \$1 par value.

Amendment No. 2: A new Article XIII was adopted as follows:

ARTICLE XIII

A director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided that this Article XIII shall not eliminate or limit the liability of a director for:

- a. Any breach of the director's duty of loyalty to the corporation or its shareholders.
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Any action for which liability is provided under Section 30-1-48, Idaho Code.
- d. Any transaction from which the director derived an improper personal benefit.
- e. Any act or omission occurring prior to the effective date of the adoption of this Article XIII.

No repeal of or amendment to the foregoing provisions of this Article XIII by the shareholders of the corporation shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or amendment.

The number of shares of the corporation outstanding at the time of such adoption was 6,741,179; and the number of shares entitled to vote thereon was 6,741,179. The only class of voting stock for Moore Financial Group Incorporated is common stock.

The number of shares voted for Amendment No. 1 was 6,216,418; the number of shares voted against such amendment was 372,335; and the number of shares abstained was 152,426.

The number of shares voted for Amendment No. 2 was 6,491,688; the number of shares voted against such amendment was 182,124; and the number of shares abstained was 67,367.

Dated this 13th day of May, 1988.

Moore Financial Group Incorporated

By: *D. Michael Jones*
D. Michael Jones
Its: President

By: *Dwight V. Board*
Dwight V. Board
Its: Secretary

State of IDAHO)
County of Ada) ss

I, Janet L. Carter, a notary public, do hereby certify that on this 13th day of May, 1988, personally appeared before me D. Michael Jones, who, being by me first duly sworn, declared that he is the President of Moore Financial Group Incorporated, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Janet L. Carter
Notary Public