

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

GEO. H. CURTIS,

I, [REDACTED] 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

BENEWAH COUNTY ABSTRACT CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **fourth** day of **January** 19**40**,

original articles of amendment, as provided by Sections 28-145 and 29-146, Idaho Code Annotated, amending the Articles of Incorporation to increase the capital stock of the company from \$10,000 to \$25,000

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- **35** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation of **BENEWAH COUNTY ABSTRACT CO.** have been amended to increase the capital stock from \$10,000 to \$25,000

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 **fourth** day
of **January**, in the year of our Lord
one thousand nine hundred ~~thirty~~ **forty**,
and of the Independence of the United States of
America the One Hundred **sixty-fourth**.*

Secretary of State.

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION,
INCREASING THE CAPITAL STOCK OF THE BENEWAH COUNTY ABSTRACT
COMPANY, a corporation.

We, the undersigned, W. F. Sargent, president of the Benewah County Abstract Company, a corporation, and Chairman of the shareholders' meeting of the said corporation, and Vera Fuller Clarke, Secretary of said corporation, and secretary of the shareholders' meeting of said corporation, said corporation being organized under the laws of the State of Idaho, and which meeting was held at the offices of the company, St. Maries, Idaho, on the **30th** day of **December**, 1939, at the hour of 8 o'clock P. M., pursuant to notice given each shareholder by previous notice and said meeting being for the purpose of considering an increase in the capital stock of the corporation, and an amendment to paragraph six of the Articles of Incorporation, do hereby certify that on the **29th** day of **November**, 1939, at a regular meeting of the Board of Directors of said corporation, a special meeting of the shareholders of said corporation was authorized and directed to be called for the purpose of amending the Articles of Incorporation so as to increase the capital stock of the corporation from \$10,000 to \$25,000, the capital stock to be divided into 250 shares of the par value of \$100 each, and that the Articles of Incorporation of said corporation be amended to provide for such increase.

That pursuant to the call of the Board of Directors of the said corporation as above authorized and directed, a written notice was duly issued by the secretary of the corporation, calling said special shareholders' meeting, stating the time and place of the holding of said meeting, and the objects thereof, as hereinbefore set forth, a copy of said notice so given all the shareholders is attached hereto and marked Exhibit "A", incorporated herein and made a part of this proceedings, and

and said written notice was duly served on each of the shareholders of said corporation as provided by law for more than thirty (30) days prior to the date given for the meeting.

Pursuant to said notice, the shareholders met at the offices of the company in St. Maries, Idaho, on the 30th day of December, 1939, at the hour of 8 o'clock P. M. The following shareholders were present in person: W. F. Sargent, representing twenty shares; Vera Fuller Clarke, representing 20 shares, and R. B. Sargent, representing one share. All the shareholders of the said corporation were present in person.

WHEREUPON, the notice calling the meeting was read, and there being capital stock outstanding, authorized, totaling \$10,000, represented by the forty-one shares issued, and there being represented at the said meeting above set forth forty-one shares, the following proceedings were had, and the following is a copy of the minutes of said special shareholders' meeting, to-wit:

"MINUTES OF SHAREHOLDERS' MEETING OF THE BENEWAH COUNTY ABSTRACT COMPANY, held at the offices of the company, St. Maries, Idaho, at 8 o'clock P. M., on Saturday, the 30th day of December, 1939.

The meeting was called to order by W. F. Sargent, President of the corporation, who presided. Whereupon, the secretary read the call for said meeting, a copy of which is attached hereto, and at said meeting there were present:

<u>Name.</u>	<u>Number of shares.</u>
W. F. Sargent,	20 shares
Vera Fuller Clarke,	20 shares
R. B. Sargent,	1 share.

More than two-thirds of the capital stock, to-wit, the entire amount of the capital stock was represented in person at the meeting. R. B. Sargent, a shareholder of said corporation, thereupon introduced the following resolution and moved its adoption: "Resolved, that the value of the assets of the Benewah County Abstract Company being reasonably worth the sum of \$25,000 that the amount of the capital stock of said corporation shall be increased from \$10,000 to \$25,000 and be divided into 250 shares of the par value of \$100.00 each, and that paragraph 6 of the Articles of Incorporation of the Benewah County Abstract Company as filed in the County Recorder's office of Benewah County, Idaho, on the 26th day of February, 1915, be amended to read as follows: 'That the amount of capital stock of the corporation shall be \$25,000 divided into 250 shares of the par value of \$100.00 each'".

Shareholder Vera Fuller Clarke seconded the motion and the resolution was unanimously carried by the shareholders, all there in person.

The roll call of shares voted "yes" was **forty-one**. No votes were cast against the said motion, and the resolution was by the chairman declared to be unanimously carried by the shareholders present.

W. F. Sargent voted "yes", 20 shares,
Vera Fuller Clarke voted "yes", 20 shares,
R. B. Sargent voted "yes", one share.

There being no further business to come before the meeting, the meeting adjourned.

Dated this 30th day of December, 1939.

(signed) W. F. Sargent, Chairman

(Seal)

(signed) Vera Fuller Clarke, Secretary "

We therefore certify that the motion for the adoption of said resolution was carried by a vote of more than two-thirds of the entire capital stock of said corporation, authorized, issued and outstanding, and that the articles of incorporation of said company were amended as herein set forth.

IN WITNESS WHEREOF, we, the undersigned President and Chairman of the company, and the secretary of the company, respectively, hereby certify that at said shareholders' meeting, the proceedings as hereinbefore stated were had and held in the manner and form as herein set forth, and same constitutes an accurate record of the proceedings had and held at said shareholders' meeting as aforesaid.

Dated this 30th day of December, 1939.

W. F. Sargent
President and Chairman

ATTEST:

Vera Fuller Clarke
Secretary.

STATE OF IDAHO, |
County of Benewah. | ss

On this 30th day of December, 1939, before me, Wm. D. Keeton, a notary public for the State of Idaho, residing at St. Maries, Idaho, personally came and appeared W. F. Sargent, known to me to be the president of the Benewah County Abstract Company, and Vera Fuller Clarke, known by me to be the secretary of the Benewah County Abstract Company, a corporation, and each being by me first duly sworn, deposes and each on his oath for himself says: That he has read the foregoing certificate of increase of capital stock of the Benewah County Abstract Company, and proceedings had and taken to that end, and knows the contents thereof and the facts above stated are true.

W. F. Sargent
Vera Fuller Clarke

Subscribed and sworn to before me this 30th day of December, 1939.

Wm. D. Keeton
Notary Public for the State of Idaho,
residing at St. Maries, therein. My
commission expires July 2 - 1940.

We certify that the foregoing is a full, true and correct statement of the proceedings had toward the amending of the articles of Incorporation of the Benewah County Abstract Company, a corporation.

W. F. Sargent
Vera Fuller Clarke
W. F. Sargent

Board of Directors.

NOTICE OF SPECIAL MEETING TO AMEND THE CHARTER AND INCREASE
THE AMOUNT OF CAPITAL STOCK.

STATE OF IDAHO, I ss
County of Benewah. I

NOTICE is hereby given that a special meeting of the
shareholders of the Benewah County Abstract Company will be
held at the company's offices, St. Charles, Idaho, on the 30th
day of December, 1939, at the hour of 8 o'clock P. M., for
the purpose of considering the question of increasing the
capital stock from \$10,000 to \$25,000.

Dated this 29th day of November 1939.

M. G. Sargent -----
Vera Duder Clarke -----
A. B. Sargent -----
Board of Directors.

Exhibit "A"