

2016 NOV 23 AM 8:47

ARTICLES OF AMENDMENT
of
NORCO, INC.

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to Chapter 29 of Title 30 of the Idaho Code, Norco, Inc., an Idaho corporation, hereby adopts the following Articles of Amendment:

1. The name of the corporation is Norco, Inc.
2. The text of each article being amended:

ARTICLE V, Section (c)(i)(A) is hereby deleted in its entirety and replaced with the following:

“(c) Convertible Preferred Stock.

(i) Dividends.

(A) Preferred Dividends. Dividends shall accrue on the Convertible Preferred Stock at a rate of 3.292% of the Convertible Preferred Stock Original Issue Price (the “**Preferred Dividends**”) on an annual, per share basis, payable out of funds legally available for this purpose. The “**Convertible Preferred Stock Original Issue Price**” shall mean \$40.918332135086 per share (as adjusted from time to time for any stock dividends, combinations or splits with respect to such shares). The Preferred Dividends shall accrue from day to day, whether or not declared and shall be cumulative. This subparagraph (c)(i)(A) may be modified or amended by the Board of Directors of the Company, subject to the affirmative vote of the holders of a simple majority of the issued and outstanding shares of Convertible Preferred Stock. The holders of shares of Common Stock shall not be entitled to vote on such amendment.”

3. The date of adoption of the amendment was August 31, 2016.

4. The manner of adoption was: Approval by the holders of Convertible Preferred Stock is required and such holders duly approved the amendment as required by the Amended and Restated Articles of Incorporation.

[Signature Page Follows]

IDAHO SECRETARY OF STATE

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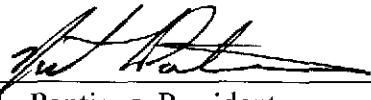
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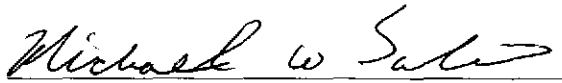
IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Amendment as of the [31] day of August, 2016.

NORCO, INC.,
an Idaho corporation



Ned L. Pontious, President

Attest:



Michael W. Sabin, Secretary