

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

**FIRST HOLDING COMPANY**

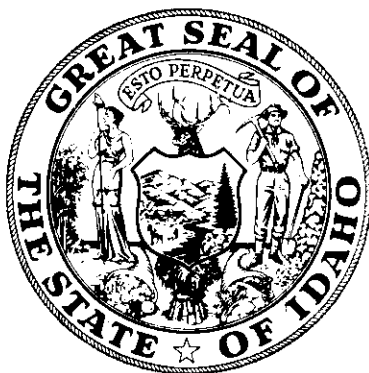
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**FIRST HOLDING COMPANY**

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 December 11, 19 80



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF AMENDMENT  
To The  
ARTICLES OF INCORPORATION  
Of  
FIRST HOLDING COMPANY

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SECRETARY OF  
STATE

Pursuant to the provisions of Section 61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I.

The name of the corporation is First Holding Company.

II.

The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation at a special meeting held on December 4, 1980, in the manner prescribed by the Idaho Business Corporation Act; each and every Article of the Articles of Incorporation filed April 17, 1980, as heretofore amended from time to time, was amended:

Article I was repealed and the following Article was adopted in its place:

FIRST: Name. The name of the corporation is First Holding Company.

Article II was repealed and the following Article was adopted in its place:

SECOND: Duration. The corporation shall have perpetual existence.

Article III was repealed and the following Article was adopted in its place:

THIRD: Purposes. The purposes for which the corporation is organized are to acquire, hold and own stock, securities and other ownership interests in corporations and other business entities primarily engaged in the business of insurance and to exercise all lawful powers consistent therewith and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, provided, however, that it is specifically not a purpose of this corporation and the corporation shall not itself have the power to engage in the business of insurance or to act as an insurer, as that term is defined in Section 41-103 of the Idaho Code, as from time to time amended.

Article IV was repealed and the following Article was adopted in its place:

FOURTH: Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is 200,000 shares of the par value of One Dollar (\$1.00) each, all of one class which shall be designated common stock. Shares shall be fully paid and nonassessable when issued.

Article V was repealed and the following Article was adopted in its place:

FIFTH: Preemptive Rights Denied. No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities

exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

Article VI was repealed and the following Article was adopted in its place:

SIXTH: Registered Office and Agent. The registered office of the corporation is at 205 North 10th Street, Boise, Idaho. The registered agent at that address is Gerald M. Tyler.

Article VII was repealed and the following Article was adopted in its place:

SEVENTH: Directors. The business of the corporation shall be managed by a Board of Directors of not less than three nor more than eleven members, and subject to such limits, the exact number of directors shall from time to time be fixed by, or in the manner provided in, the by-laws. Until so changed, the number shall be nine.

Articles VIII, IX and X were repealed and were not replaced by new Articles.

### III.

On December 4, 1980, the record date for determination of stockholders entitled to notice of and to vote at the special meeting, there were 105,000 shares of common stock outstanding and entitled to vote.

### IV.

The number of shares voted for such amendment was 105,000; the number of shares voted against such amendment was -0-.

DATED This 9th day of December, 1980.

FIRST HOLDING COMPANY

By: 

GERALD M. TYLER  
President

ATTEST:




JACK J. WINDERL  
Corporate Secretary

### V E R I F I C A T I O N

STATE OF IDAHO    )  
                              : ss.  
County of Ada     )

I, LORENA PERRY, a Notary Public, do hereby certify that on this 9th day of December, 1980, personally appeared before me GERALD M. TYLER and JACK J. WINDERL, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of FIRST HOLDING COMPANY, that they signed the foregoing document as President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Boise, Idaho