



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

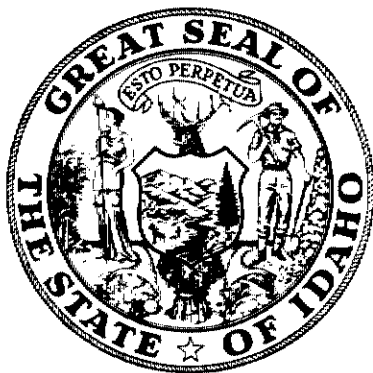
MOORE FINANCIAL GROUP INCORPORATED

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 March 26, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT

The following information is provided pursuant to 35 USC Code § 1361.05

Name of Corporation: Moore Financial Group Incorporated

Amendments Adopted:

ARTICLE X

The number of directors of the corporation shall be as fixed by the bylaws of the corporation but shall be not less than nine. The directors shall be divided into three classes designated Class I, Class II and Class III, each class to be as nearly equal in number as possible. The term of office of Class I directors shall expire at the annual meeting of shareholders in 1986, that of Class II directors at the annual meeting of shareholders in 1987 and that of Class III directors at the annual meeting of shareholders in 1988. At each annual meeting of shareholders beginning in 1986, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office for a term expiring at the third succeeding annual meeting of shareholders.

ARTICLE XII

A. Definitions. For purposes of this Article XII:

- (1) The term "Affiliate," used to indicate a relationship with a specified person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.
- (2) The term "Beneficially Own," when used with respect to a person's interest in shares of capital stock, shall mean that said person has or shares (or has the right to acquire under any option, warrant, conversion right or other right), directly or indirectly, the power to vote, the power to dispose of, the power to direct the voting or disposition of, or the right to enjoy the economic benefits of such shares.
- (3) The term "Interested Person" shall mean any individual, corporation, partnership, joint venture, company, trust, association or entity (including any group of persons acting together) which, together with its Affiliates, Beneficially Owns in the aggregate 20 percent or more of the outstanding shares of capital stock of the corporation.
- (4) The term "Substantial Assets" shall mean assets with a fair market value in excess of 10 percent of the total assets of the corporation as reported in the consolidated financial

statements of the corporation as of the end of its most recent fiscal year ending prior to the time the determination is made.

(5) The term "Business Combination" shall mean (a) any merger or consolidation of the corporation or a subsidiary of the corporation with or into an Interested Person (or an Affiliate of an Interested Person) or any merger of an Interested Person (or an Affiliate of an Interested Person) into the corporation or a subsidiary of the corporation, (b) any sale, lease, exchange, transfer, encumbrance or other disposition of Substantial Assets either of the corporation (including without limitation any securities of a subsidiary) or of a subsidiary of the corporation, to an Interested Person (or an Affiliate of an Interested Person), (c) the issuance of any securities of the corporation or a subsidiary of the corporation to an Interested Person (or an Affiliate of an Interested Person), (c) the issuance of any securities of the corporation or a subsidiary of the corporation to an Interested Person (or an Affiliate of an Interested Person), (d) any reclassification, exchange of shares or other recapitalization that would have the effect of increasing the proportion of shares of Common Stock or other capital stock of the corporation or a subsidiary of the corporation Beneficially Owned by an Interested Person and (e) any agreement, contract or other arrangement providing for any of the foregoing transactions.

(6) The term "Continuing Director" shall mean a director who was a member of the board of directors of the corporation immediately prior to the time that the Interested Person involved in a Business Combination became an Interested Person and who is not the Interested Person or an Affiliate of the Interested Person.

B. Approval Required for Certain Transactions. In addition to any vote or approval required by law, any Business Combination shall require the affirmative vote of the holders of not less than 80 percent of the outstanding shares of capital stock of the corporation which are not Beneficially Owned by the Interested Person and its Affiliates involved in the Business Combination; provided, however, that such 80 percent voting requirement shall not apply if:

(1) The Business Combination is a merger, consolidation or exchange of shares involving the corporation which provides for the conversion of the shares of Common Stock of the corporation into cash, securities or other property with a fair market value per share of Common Stock not less than the highest per share consideration (appropriately adjusted for stock splits, stock dividends and other like changes) paid or given by the Interested Person and any of its Affiliates for any of their shares of Common Stock; or

(2) The Business Combination was approved by the board of directors of the corporation; provided that a majority of the board of directors consisted of Continuing Directors and at

least two-thirds of the Continuing Directors voted to approve the Business Combination.

C. Removal of Directors. All or any number of the directors of the corporation may be removed at a meeting called expressly for that purpose, but only for cause and only by the affirmative vote of the holders of not less than 80 percent of the outstanding shares of capital stock of the corporation which are not Beneficially Owned by an Interested Person. Notwithstanding the foregoing, whenever the holders of one or more series of Cumulative Preferred Stock or any other preferred stock of the corporation shall have the right, voting separately as a class, to elect one or more directors, the provisions of this Section C shall not apply with respect to the director or directors elected by such holders.

D. Amendment of Bylaws. The board of directors of the corporation shall have the power to alter, amend or repeal the bylaws of the corporation or adopt new bylaws, provided that the shareholders may adopt additional bylaws or amend or repeal bylaws whether or not adopted by them by the affirmative vote of the holders of not less than 80 percent of the outstanding shares of capital stock of the corporation which are not Beneficially Owned by an Interested Person.

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E. Repeal and Amendment. The provisions set forth in Article X or this Article XII may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than 80 percent of the outstanding shares of capital stock of the corporation which are not Beneficially Owned by an Interested Person.

Date of Adoption: March 21, 1985

Classes of Shares: Common shares only

Number of Common Shares Outstanding and Entitled to Vote: 5,836,131

Votes For and Against Adoption: 4,771,116 Voted For
377,000 Voted Against

EXECUTED THIS 22nd day of March, 1985.

MOORE FINANCIAL GROUP INCORPORATED

By: 
Its: Vice President & General Counsel

By: 
Its: Assistant Secretary

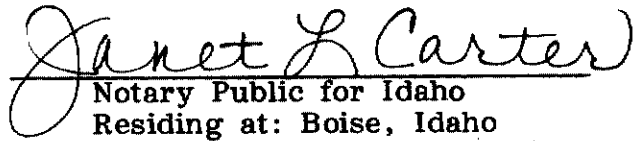
FIRST BEING DULY SWORN, I verify:

1. The information set forth in this ARTICLES OF AMENDMENT is correct;
2. Dwight Board was duly elected as and currently holds the position of Vice President & General Counsel;
3. The signature shown to be Dwight Board's is genuine;
4. I was duly elected as and currently hold the position of Assistant Secretary; and
5. The signature shown to be mine is genuine.


Jane E. Ahrens

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

I, JANET L. CARTER, a notary public, do hereby certify that on this 22nd day of March, 1985, personally appeared JANE E. AHRENS, who, being by me first duly sworn, declared that she is the Assistant Secretary of Moore Financial Group Incorporated, that she signed the foregoing document as Assistant Secretary of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Boise, Idaho
My commission expires 8/25/86

(SEAL)