

217
FILED EFFECTIVE ARTICLES OF SECOND AMENDMENT TO THE
2004 JUN 28 AM 8:51 ARTICLES OF INCORPORATION

STATE
IDAHO

OF

NORTHWEST MANAGEMENT, INC.

KNOW ALL BY THESE PRESENTS:

Pursuant to Idaho Code §30-1-1001, the undersigned corporation adopts the following Articles of Second Amendment to its Articles of Incorporation:

1. The name of the corporation is Northwest Management, Inc.
2. The following second amendment to the Articles of Incorporation was adopted by the Directors of the corporation unanimously on June 25, 2004, in the manner prescribed by the laws of the State of Idaho, and Article V of the Articles of Incorporation is amended so that it now provides:

V.

The total authorized number of par value shares of stock is 100,000 shares. The aggregate par value of the total authorized number of par value shares is TEN MILLION AND NO/100 DOLLARS (\$10,000,000.00). The par value of each share is \$100.00. All of the stock is common stock.

3. The amendment is adopted as of June 25, 2004.
4. The total number of shares of common stock of the corporation now outstanding and entitled to vote are 29.4 shares, all of which are held by the following named individuals

ARTICLES OF SECOND AMENDMENT TO THE ARTICLES OF
INCORPORATION OF NORTHWEST MANAGEMENT, INC. - 1

IDAHO SECRETARY OF STATE
06/28/2004 05:00
CK: 4232 CT: 24015 BH: 752605
1 @ 30.00 = 30.00 AMEND PROF # 2

ORIGINAL
C78405

Vincent P. Corrao	15 shares
Thomas M. Richards	4.8 shares
Gregory A. Bassler	4.8 shares
Vaiden E. Bloch	2.4 shares
Dennis S. Thomas	2.4 shares

5. The above shareholders unanimously voted to approve the aforementioned second amendment. Further, the shareholders named above, by their signatures attached to this document, ratify and approve this second amendment.

EXECUTED by the undersigned corporation in duplicate original on this 25th day of June, 2004.

NORTHWEST MANAGEMENT, INC.

By: _____

President

ATTEST:

By: _____

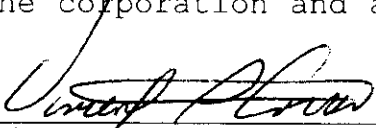
Secretary

STATE OF IDAHO)
) ss.
County of Latah)

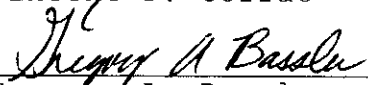
Vincent P. Corrao and Gregory A. Bassler each being duly sworn on oath, depose and say:

That Vincent P. Corrao is the duly elected and acting President of Northwest Management, Inc., an Idaho corporation; that Gregory A. Bassler is the duly elected and acting Secretary of Northwest Management, Inc., an Idaho corporation; that each affiant has read the above and foregoing Articles of Second Amendment to Articles of

Incorporation; knows the contents thereof; and that the same are true as affiants verily believe; that each and every stockholder entitled to vote thereon has given his or her written consent to the adoption of the above and foregoing amendments; and that such amendments have been duly and regularly adopted by the Board of Directors of said corporation and by the corporation and all of the Shareholders thereof.

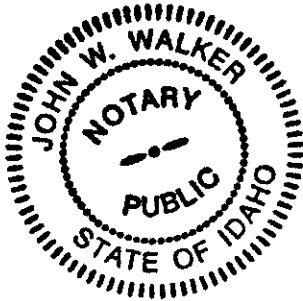


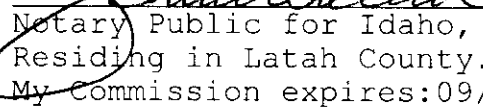
Vincent P. Corrao



Gregory A. Bassler

SUBSCRIBED AND SWORN to before me this 25th day of June, 2004.



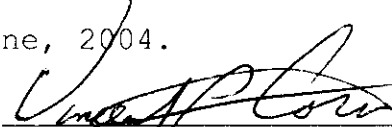


Notary Public for Idaho,
Residing in Latah County.
My Commission expires: 09/23/2007.

**CONSENT BY SHAREHOLDERS OF
NORTHWEST MANAGEMENT, INC.**

Vincent P. Corrao, Thomas M. Richards, Gregory A. Bassler, Vaiden E. Bloch, and Dennis S. Thomas, being all of the shareholders of Northwest Management, Inc., an Idaho corporation, and being each and every shareholder entitled to vote on the adoption of the Articles of Second Amendment to Articles of Incorporation as to said corporation, do hereby in writing give our consent to the adoption of the foregoing Articles of Second Amendment to Articles of Incorporation.

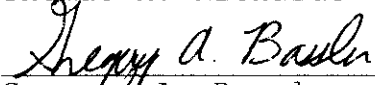
DATED this 25th day of June, 2004.



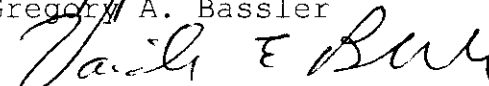
Vincent P. Corrao



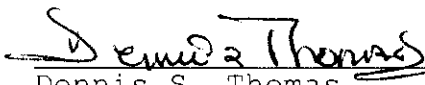
Thomas M. Richards



Gregory A. Bassler



Vaiden E. Bloch



Dennis S. Thomas

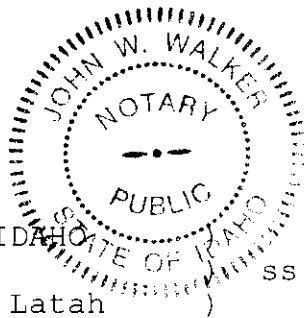
STATE OF IDAHO)
) ss.
County of Latah)

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared VINCENT P. CORRAO, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

**CONSENT BY SHAREHOLDERS OF
NORTHWEST MANAGEMENT, INC. - 1**

ORIGINAL

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

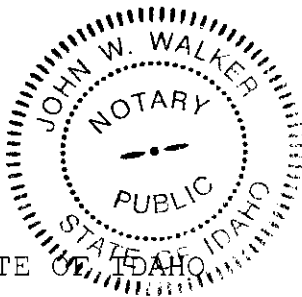


John W. Walker
Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.

STATE OF IDAHO)
County of Latah) ss.

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS M. RICHARDS, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

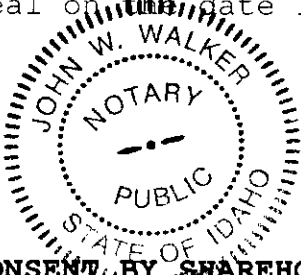


John W. Walker
Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.

STATE OF IDAHO)
County of Latah) ss.

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared GREGORY A. BASSLER, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.



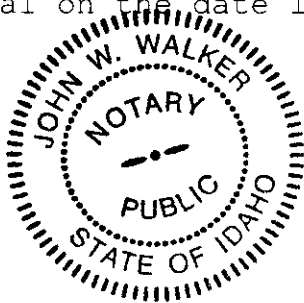
John W. Walker
Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.

CONSENT BY SHAREHOLDERS OF
NORTHWEST MANAGEMENT, INC. - 2

STATE OF IDAHO)
) ss.
County of Latah)

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared VAIDEN E. BLOCH, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

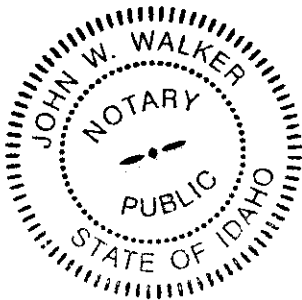


John W. Walker
Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.

STATE OF IDAHO)
) ss.
County of Latah)

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared DENNIS S. THOMAS, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.



John W. Walker
Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.

**CONSENT BY BOARD OF DIRECTORS OF
NORTHWEST MANAGEMENT, INC.**

Vincent P. Corrao and Gregory A. Bassler, being all of the Directors of Northwest Management, Inc., an Idaho corporation, and being the total number of Directors entitled to vote or approve the adoption of the Articles of Second Amendment to Articles of Incorporation as to said corporation, do hereby in writing give our consent to the adoption of the foregoing Articles of Second Amendment to the Articles of Incorporation.

DATED this 25th day of June, 2004.



Vincent P. Corrao

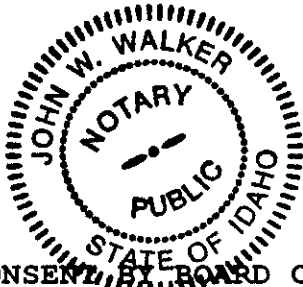



Gregory A. Bassler

STATE OF IDAHO)
) ss.
County of Latah)

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared VINCENT P. CORRAO, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.





Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.

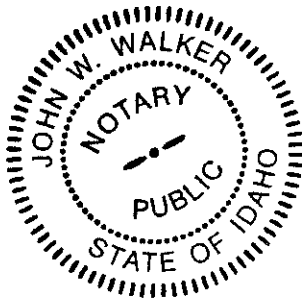
**CONSENT BY BOARD OF DIRECTORS OF
NORTHWEST MANAGEMENT, INC. - 1**

ORIGINAL

STATE OF IDAHO)
) ss.
County of Latah)

On this 25th day of June, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared GREGORY A. BASSLER, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.



John W. Walker

Notary Public for Idaho
Residing in Latah County.
My commission expires: 09/23/2007.