

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF ROGERS BROTHERS COMPANY

We, the undersigned, ROGERS K. ROSE, President, and DALE W. ISLEY, Secretary, respectively, of ROGERS BROTHERS COMPANY, a Delaware corporation, (hereinafter called the "corporation"), hereby certify as follows:

FIRST: That the Certificate of Incorporation of this corporation is hereby amended by amending Article Fourteenth thereof to read in its entirety as follows:

"FOURTEENTH: No stockholder of the Corporation shall have any preemptive or preferential right of subscription to any of the capital stock of the Corporation, or any obligations, or other securities convertible into the capital stock of the Corporation, whether now or hereafter issued, optioned or sold, nor any right of subscription to any thereof other than such, if any, and at such price as the Board of Directors in its discretion from time to time may determine, and the Board of Directors may issue the capital stock of the Corporation without offering such issue of stock or any obligations, or other securities convertible into stock of the Corporation, either in whole or in part to the stockholders of the Corporation, and no holder of stock of the Corporation shall have any preemptive or preferential right to receive any of such stock or any obligations, or other securities convertible into stock of the Corporation, declared by way of dividend. Should the Board of Directors, as to any portion of the authorized capital stock of the Corporation or any obligations, or other securities convertible into stock of the Corporation, offer the same to the stockholders, such offer shall not in any way constitute a waiver or release of the rights of said Board of Directors subsequently to dispose of other portions of said stock or any obligations, or other securities convertible into stock of the Corporation, without so offering the same to the stockholders. The acceptance of stock in the Corporation shall be a waiver of any such preemptive or preferential right, which in the absence of this provision might otherwise be asserted by stockholders of the Corporation, or any of them."

SECOND: The foregoing Amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of the corporation will not be reduced or changed under or by reason of the foregoing Amendment.

IN WITNESS WHEREOF, this Certificate has been made under the Seal of said ROGERS BROTHERS COMPANY and has been signed by ROGERS K. ROSE, its President, and DALE W. ISLEY, its Secretary, respectively, this 26<sup>th</sup> day of August, 1963.

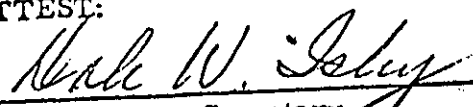
ROGERS BROTHERS COMPANY  
CORPORATE SEAL  
DELAWARE -1953

  
Rogers K. Rose, President

  
Dale W. Isley, Secretary

(SEAL)

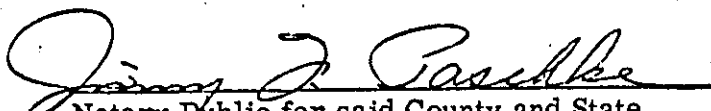
ATTEST:

  
Dale W. Isley, Secretary

STATE OF IDAHO                    )  
  ) ss:  
COUNTY OF BONNEVILLE        )

On this 26th day of August, 1963, before me, the undersigned authority,  
a Notary Public in and for said County, personally appeared ROGERS K. ROSE and  
DALE W. ISLEY, known to me to be the persons whose names are subscribed on the  
foregoing instrument, and acknowledged that they executed the same.

Witness my hand and official seal,

  
Notary Public for said County and State.

My Commission expires August 14, 1966.

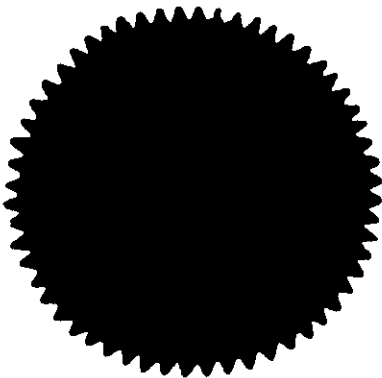
JIMMY F. PASCHKE  
NOTARY PUBLIC  
STATE OF IDAHO



**Office of Secretary of State.**

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Amendment of the "ROGERS BROTHERS COMPANY", as received  
and filed in this office the ninth day of September, A.D. 1963,  
at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this \_\_\_\_\_ tenth \_\_\_\_\_ day  
of \_\_\_\_\_ October \_\_\_\_\_ in the year of our Lord  
one thousand nine hundred and \_\_\_\_\_ ~~sixty-three.~~



*Elisha C. Dukes*

Secretary of State

*[Signature]*

Ass't Secretary of State