

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

GOODING INDUSTRIAL DEVELOPMENT CO., INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-second** day of **January,** 19 **64,** original articles of amendment, as provided by Sections **30-146 and 30-147, Idaho Code,** amending **ARTICLES II and III, re purposes,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **126** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **22nd** day of **January**, A. D., 19 **64**.

Secretary of State

ARTICLES OF AMENDMENT OF THE ARTICLES
OF INCORPORATION OF GOODING INDUSTRIAL
DEVELOPMENT CO., INC.

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IT IS HEREBY CERTIFIED That at a special meeting of the stockholders of Gooding Industrial Development Co., Inc., a corporation, duly noticed and held at the office of the corporation at Gooding, Idaho, at 3:00 o'clock P.M., on the 18th day of January, 1964, at which more than two-thirds of all the outstanding stock of said corporation was represented, the Articles of Incorporation of said Gooding Industrial Development Co., Inc., a corporation, were, by unanimous vote of all stockholders present and representing more than two-thirds of all stock of said corporation, duly amended as follows:

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Articles II and III of the original Articles of Incorporation are hereby amended to read as follows:

"Articles II and III

This corporation is organized for the purpose of promoting the economic development of the area in and surrounding the city of Gooding, Gooding County, Idaho, in which it operates by providing financial and/or other types of assistance to business concerns located, or desirous of locating, in the area and will operate in the manner and shall have the powers, responsibilities, and be subject to the limitations provided by the laws of the State of Idaho and the laws of the United States Government.

Said powers and authority shall be as follows:

- (a) To operate under the name set forth in Article I above;
- (b) To issue in consideration for cash and other valuable assets the number of shares of stock indicated in Article VI.
- (c) To borrow money and issue its debenture bonds, promissory notes, or other obligations under such general conditions and subject to such limitations as permitted by applicable law, either State or Federal;

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(d) To make long-term loans to business concerns for the purpose and in the manner and subject to the conditions as the company may prescribe; with the right to sell or dispose of such loans in such manner and under such terms and conditions as the company shall determine;

(e) To acquire and make commitments for obligations and securities of a business enterprise only within the limitations established by local or Federal laws;

(f) To undertake its operations in cooperation with banks or other financial institutions;

(g) To provide consulting and advisory services to business concerns on a fee basis;

(h) To invest funds not reasonably needed for its current operations in any manner deemed prudent by the company;

(i) To conduct its operations in accordance with and subject to all applicable State and Federal laws;

(j) To make reports to shareholders and participants of the company at such times and in such form as the by-laws shall recite.

(k) To adopt and use a corporate seal;

(l) To be subject to dissolution in accordance with the laws of the State of Idaho

(m) To make contracts;

(n) To sue and be sued, complain, and defend in any court of law or equity;

(o) By its Board of Directors, to appoint such officers and employees as may be decreed proper, define their authority and duties, fix their compensation, require bonds of such of them as it deems advisable and fix the penalty thereof, dismiss such officers or employees, or any thereof, at pleasure, and appoint others to fill their places;

(p) To adopt by-laws regulating the manner in which its stock shall be transferred, and its officers and employees appointed, its property transferred, and the privileges granted to it by law exercised and enjoyed;

(q) To acquire, hold, operate, and dispose of any property (real, personal or mixed) whenever necessary or appropriate to the carrying out of its lawful functions;

(r) To exercise such incidental powers as may reasonably be necessary to carry out the business for which the corporation is established."

President of said Gooding Industrial Development Co., Inc., a corporation, and Chairman of the aforesaid meeting.

Secretary of said Gooding Industrial Development Co., Inc., a corporation, and Secretary of the aforesaid meeting.

JAMES MUFFLEY and FRED W. HEN-/, being first duly sworn, deposes and says: That they are and were at the time of the meeting mentioned above, the President and Secretary, respectively, of Gooding Industrial Development Co., Inc., a corporation, and that they acted as Chairman and Secretary, respectively, of said meeting; that more than two-thirds of all the outstanding stock of said corporation was represented at said meeting and that all of the stockholders signed a written consent for the holding of said meeting for the purpose of amending the Articles of Incorporation of said corporation; that all of the stockholders present, representing more than two-thirds of all stock of said corporation, voted in favor of the adoption of the foregoing amendment and said Articles of Amendment were thereupon, by the Chairman of said meeting, declared duly adopted by said corporation.

Notary Public for Idaho; Residing
at Gooding, Idaho.