

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

TWO RIVERS REALTY, INC.

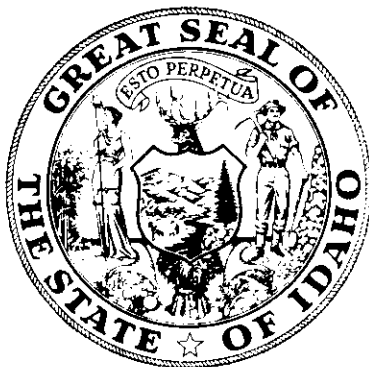
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

TWO RIVERS REALTY, INC.

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 January 7, 19 85



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

DEC 29 1 33 PM '84

ARTICLES OF AMENDMENT AND RESTATEMENT

of

TWO RIVERS REALTY, INC.

Pursuant to Section 30-1-61 of the Idaho Business Corporation Act, the undersigned, being all of the shareholders of Two Rivers Realty, Inc., adopt the following articles which shall amend and restate its Articles of Incorporation filed on December 8, 1980:

ARTICLE ONE

(RESTATEMENT OF ARTICLE ONE OF ARTICLES OF INCORPORATION)

Name. The name of the corporation is Two Rivers Realty, Inc.

ARTICLE TWO

(RESTATEMENT OF ARTICLE TWO OF ARTICLES OF INCORPORATION)

Period of duration. The period of duration of the corporation is perpetual.

ARTICLE THREE

(RESTATEMENT OF ARTICLE THREE OF ARTICLES OF INCORPORATION)

Purposes. The purposes for which the corporation is organized are: (1) as principal, agent or broker, and on commission or otherwise, to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind; to act as loan broker and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments; and (2) the transaction of any or all lawful business for which corporations may be incor-

porated under the Idaho Business Corporation Act.

ARTICLE FOUR

(RESTATEMENT OF ARTICLE FOUR OF ARTICLES OF INCORPORATION)

Shares of stock. The stock of the corporation shall consist of one (1) class only. The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), and the par value of each of such shares is One and no/100 Dollars (\$1.00).

ARTICLE FIVE

(RESTATEMENT OF ARTICLE FIVE OF ARTICLES OF INCORPORATION)

Initial registered office and agent. The address of the initial registered office of the corporation is Route 1, Box 95, St. Maries, Idaho, 83861, and the name of its initial registered agent at such address is M. L. Holder.

ARTICLE SIX

(AMENDMENT OF ARTICLE SIX OF ARTICLES OF INCORPORATION)

Designated broker. The initial designated broker of the corporation for purposes of complying with Idaho Code Section 54-2028 is M. L. Holder and the address of the said designated broker is Route 1, Box 95, St. Maries, Idaho, 83861. Upon the death, disability, resignation or removal of any designated broker, the shareholders of the corporation shall appoint a new designated broker to comply with said Section and the Rules and Regulations of the State of Idaho Real Estate Commission.

ARTICLE SEVEN

(RESTATEMENT OF ARTICLE SEVEN OF ARTICLES OF INCORPORATION)

Restriction on transfer of shares. No transfer of stock shall be valid, until ten (10) days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyers. During said ten (10) days the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner or person in whose name it stands on its books, may transfer them. Should the corporation not have the funds to buy the shares or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option for an additional ten (10) days of purchasing the shares at the price set by the seller in proportion to the number of shares then held by said shareholder. If not exercised within this time, any sale to third persons shall be valid.

ARTICLE EIGHT

(RESTATEMENT OF ARTICLE EIGHT OF ARTICLES OF INCORPORATION)

Initial board of directors. The number of directors constituting the initial board of directors of the corporation is three (3); and the name and address of each person who is to serve as director until the first annual meeting of shareholders or until a successor be elected and qualify is as follows:

<u>Name</u>	<u>Address</u>
M. L. Holder	Route 1, Box 95 St. Maries, Idaho 83861
Don A. Darter	Route 4, Box 70 St. Maries, Idaho 83861
John D. Kennison	Star Route DeSmet, Idaho 83824

ARTICLE NINE

(RESTATEMENT OF ARTICLE NINE OF ARTICLES OF INCORPORATION)

Incorporators. The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
M. L. Holder	Route 1, Box 95 St. Maries, Idaho 83861
Don A. Darter	Route 4, Box 70 St. Maries, Idaho 83861
John D. Kennison	Star Route DeSmet, Idaho 83824
Myrtle G. Mellen	905 First Street St. Maries, Idaho 83861

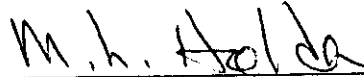
ARTICLE TEN

Shares voting on amendments. There presently exist Four Hundred (400) shares of capital stock of the corporation that are outstanding, all of which shares are of one class and are entitled to vote on these amendments and restatements. All of such Four Hundred (400) shares voted for such amendments and restatements set forth herein.


ARTICLE ELEVEN


Exchange, reclassification or cancelation of issued shares. No amendment set forth herein provides for an exchange, reclassification or cancelation of issued shares; nor does any amendment set forth herein effect a change in the amount of stated capital of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these articles of amendment and restatement in duplicate this 18th day of December, 1984.


M. L. Holder


Don A. Darter


John D. Kennison


Myrtle G. Mellen

STATE OF IDAHO)
 : ss.
County of Benewah)

I, KAREN SCHOEBEN, a notary public, do hereby certify that on this 18th day of December, 1984, personally appeared before me MYRTLE G. MELLEN, who, being by me first duly sworn, declared that she is a shareholder of TWO RIVERS REALTY, INC. that she signed the foregoing document as a shareholder of the corporation, and that the statements therein contained are true.

Karen Schoeben
Notary Public, State of Idaho
Residing at: St. Maries
Commission expires: Life Term