

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

**INTERSTATE INDUSTRIES, 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 \_\_\_\_\_

**INTERSTATE INDUSTRIES, 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 August 10, 19 81

*Pete T. Cenarrusa*  
SECRETARY OF STATE

Corporation Clerk



AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
INTERSTATE INDUSTRIES, INC.

WHEREAS, on March 4, 1964, the Secretary of State of the State of Idaho issued his certificate of incorporation creating "Interstate Industries, Inc.," a corporation under the laws of the State of Idaho, with its principal place of business in Ada County, Idaho; and

WHEREAS, the Articles of Incorporation were amended on December 28, 1979, and

WHEREAS, all of the shareholders of said corporation desire to again amend the Articles of Incorporation in the manner set forth below.

NOW, THEREFORE, the undersigned being all the shareholders of Interstate Industries, Inc., hereby give their written consent to the following amendment of the Articles of Incorporation so that Paragraph VI thereof shall read as follows:

"VI. The stock of the corporation is divided into 10,000 shares of Class A common stock; the par value of each share shall be \$25.00, and 2,000 shares of Class B preferred stock; the par value of each share shall be \$100.00. All stock of the corporation shall be nonassessable.

The holders of Class A stock issued and outstanding shall have and possess the exclusive right to notice of shareholders' meetings and the right to vote. At every meeting of Class A shareholders, every holder of Class A common stock of the corporation shall be entitled to one vote for each share of Class A common stock standing in his name on the books of the corporation. At each election of directors, every holder of the Class A common

stock of the corporation shall have the right to vote in person or by proxy, the number of Class A shares owned by him for as many persons as there are directors to be elected and for whose election he has the right to vote or to accumulate his vote by giving one candidate as many votes as the number of such directors multiplied by the number of his Class A shares shall equal or by distributing such votes on the same principle among any number of such candidates.

The holders of Class B shares shall not be entitled to notice of shareholders' meetings or to vote upon the election of directors or upon any question affecting the management or the affairs of this corporation.

Dividend Rights. The holders of Class A stock and Class B preferred stock may participate in, and be entitled to receive, dividends equally whether or not said dividends are payable in cash or other shares of stock of this corporation or in other property of this corporation except that the holders of Class B shares in the event of a dividend payable in shares shall be entitled to receive Class B shares of stock of this corporation only and will not be entitled to receive Class A shares of stock of this corporation.

Class B Preferred Stock--Purchase and Sale by Corporation and Shareholders. The Class B preferred stock shall have the following preference over the Class A common stock: Upon the giving of 30 days' written notice thereof to this corporation, the holders of the Class B preferred stock shall have the right to demand that this corporation purchase their stock or any portion thereof at the end of said 30-day period (purchase date) for the price and under the terms and conditions set forth below. Upon giving 30 days' written notice thereof, this corporation shall have the right to purchase all or any portion of the issued and

outstanding Class B, preferred stock at the end of said 30-day period (purchase date). The price and terms and conditions of purchase shall be as set forth below.

The purchase price per share for the Class B, preferred stock shall equal par value, plus 5 3/4 percent of par value per annum for each year or portion thereof that the Class B, preferred stockholder has held the stock.

Payment for the stock so purchased shall be made as follows:

1. If the total purchase price is \$20,000 or less, payment shall be made in cash on the purchase date.
2. If the purchase price is over \$20,000, payment shall be made over a period of time commencing from the purchase date. The purchase price shall be evidenced by a promissory note with interest to be determined as set forth below. Interest and principal shall be paid in not less than equal annual installments. The amount to be paid each year shall not exceed \$20,000, including interest.
3. Whenever a promissory note is given in payment of stock, it shall carry interest at 5 3/4 percent per annum.
4. Regardless of the number of Class B, preferred stockholders, demanding that this corporation purchase their stock, and regardless whether purchase rights are exercised by this corporation or by the stockholders, this corporation shall not be obligated to pay out for the purchase of said Class B, preferred stock, in total more than \$20,000 for Class B stock purchases in any one corporate fiscal year and payment terms shall be extended accordingly.

Liquidating Rights. In the event of the dissolution, liquidation, or winding up of the corporation, whether voluntary or involuntary, the holders of all Class B preferred shares shall

be paid in cash or property of the corporation in full before the holders of Class A shares shall be entitled to receive cash or property or both out of the assets of the corporation whether such assets are capital or surplus of the corporation, available to distribution to its shareholders. The dissolution, liquidation, or winding-up of the corporation as such terms are used in this paragraph shall not be deemed to be occasioned by or to include any consolidation or merger with or into any other corporation."

IN WITNESS WHEREOF, we, the undersigned, being all of the shareholders of said corporation, have hereunto set our respective hands this 27 day of July, 1981.

Harold N. Shelley  
HAROLD N. SHELLEY

Robert E. Shelley  
ROBERT E. SHELLEY

Douglas E. Baalson  
DOUGLAS E. BAALSON

STATE OF IDAHO )  
 ) ss.  
County of Ada )

I, HAROLD Q. NOACK, JR., a Notary Public, do hereby certify that on this 31<sup>st</sup> day of July, 1981, personally appeared before me HAROLD N. SHELLEY, who, being by me first duly sworn, declared that he is the President of INTERSTATE INDUSTRIES, INC., that he signed the foregoing document as shareholder of the corporation, and that the statements therein contained are true.

NOTARY PUBLIC FOR IDAHO  
Residence: Boise, Idaho  
My Commission expires:  
September 18, 1982