

FILED EFFECTIVE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
A-CORE OF BOISE, INC.

2012 DEC 24 AM 9:20

SECRETARY OF STATE
STATE OF IDAHO

December 11, 2012

In accordance with Section 30-1-1006 of the Idaho Business Corporations Act (the "Act"), A-Core of Boise, Inc., an Idaho corporation (the "Corporation") hereby declares and certifies as follows:

1. The name of the Corporation is **A-Core of Boise, Inc.**
2. The text of the amendment to the Articles of Incorporation is as follows:

Article IV of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE IV

Capitalization

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock. One Thousand (1,000) shares of common stock shall be designated **Class A Voting Common Stock** and Ninety-nine Thousand (99,000) shares of common stock shall be designated **Class B Nonvoting Common Stock**. All shares of common stock shall be fully paid and non-assessable.

Class A Voting Common Stock

The Class A Voting Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) **Voting.** Each outstanding share of Class A Voting Common Stock shall have one (1) vote on each matter to be voted on by the shareholders of the Corporation.

(b) **Distribution Upon Liquidation, Dissolution or Winding Up.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Voting Common Stock shall be entitled to share proportionately (based upon the total number of shares of common stock of the Corporation then issued and outstanding) in the distribution of the net assets of the Corporation.

IDAHO SECRETARY OF STATE
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Class B Nonvoting Common Stock

The Class B Nonvoting Common Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

(a) Equal Rights, Privileges and Limitations, Except Voting Rights. The relative rights, privileges and limitations of shares of the Class A Voting Common Stock and the shares of Class B Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and all other matters coming to a vote before the shareholders of the Corporation shall be vested exclusively in the holders of the shares of Class A Voting Common Stock until the occurrence of a Liquidation Event.

For purposes of this provision, a "Liquidation Event" shall be (A) any liquidation, dissolution or winding up of the Corporation, or (B) the sale by the Corporation of all or substantially all of its assets or the acquisition of the Corporation by another entity by means of a merger or a consolidation that results in the exchange of the outstanding shares of the Corporation for securities or consideration issues, or caused to be issued, by the acquiring entity or its subsidiary, unless the shareholders of the Corporation hold at least fifty percent (50%) of the voting power of the surviving corporation or purchaser of the assets of the Corporation in such a transaction.

(b) Voting. Until the occurrence of a Liquidation Event (as previously defined), the Class B Nonvoting Common Stock shall have no voting powers, either general or special. Thereafter, Class B Nonvoting Common Stock shall have identical voting powers to those possessed by Class A Voting Common Stock. To the extent the shares of Class B Nonvoting Common Stock would otherwise be entitled to voting rights under the Idaho Business Corporation Act, such rights are expressly revoked and canceled pursuant to the power to restrict as provided in the Idaho Business Corporation Act.

3. The amendment contained herein provides for an exchange, reclassification or cancellation of issued shares of the Corporation. The provisions for implementing the amendments contained in these Articles of Amendment are as follows:

Upon the filing of these Articles of Amendment, all of the issued and outstanding shares of the Common Stock of the Corporation, automatically and without any further action by the Corporation or its shareholders, shall be automatically converted so that, for every one hundred (100) shares of Common Stock previously issued one (1) new share of new Class A Voting Common Stock and ninety-nine (99) new shares of new Class B Nonvoting Common Stock will be reissued to the owner thereof.

4. These Articles of Amendment were adopted as of December 19, 2012, in accordance with the requirements of the Act.

5. In accordance with the Act, no shareholders were entitled to vote in separate voting groups. All of the directors and the shareholders owning all of the issued and outstanding shares of stock of the Corporation have voted in favor of these Articles of Amendment, and therefore the directors and shareholders have taken all required action for the approval of these Articles of Amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the Corporation as of the date first above written.

A-CORE OF BOISE, INC.
an Idaho corporation

By: Jack Blaine Johnson
President

Attest:

Ruth E Johnson
Secretary

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