



Department of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

PETE T. GEMARRUSA

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

EBERLE, BERLIN, KADING, TURNBOW & GILLESPIE, CHARTERED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **seventh** day of **June** **1971**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code, reading Section (1) of Article Second**

and that the said articles of amendment contain the statement of facts required by law, and are **be** recorded on **microfilm** 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 **7th** day of **June**, A. D., 19**71**.

Secretary of State

CERTIFICATE OF ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
EBERLE, BERLIN, KADING, TURNBOW & GILLESPIE, CHARTERED

BE IT KNOWN that we, the undersigned, President and Secretary respectively, of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, do hereby certify in accordance with the provisions of Section 30-146, Idaho Code, as follows:

1. That a meeting of the shareholders of the issued and outstanding stock of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, was held at the office of the Corporation at 711-1/2 Bannock Street, Boise, Idaho, at 10:00 o'clock A.M. on the 10th day of January, 1971, pursuant to Consent and Waiver signed by all of the shareholders of the Corporation, issued and outstanding common stock of the Corporation, at which meeting all of said shareholders were represented in person or by proxy.

2. That at said meeting the following resolution was unanimously adopted, to-wit:

BE IT RESOLVED that Section (1) of Article Second of the Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, be amended by deleting said sub-paragraph in its entirety, and by inserting in its place the following:

"To Call of Share: Any shares shall be callable. The call shall be by a vote of not less than 75 percent of the outstanding stock (not counting a disqualified shareholder's stock) at a duly called meeting, and at a price and on a payment schedule specified in the By-Laws. Upon disqualification of the shareholder, the call shall be made within 30 days after notice of the event by which any shareholder has ceased to be qualified to be a shareholder. A disqualified stockholder may not vote his stock as to the call thereof. Subject hereto, a shareholder may transfer his stock to a person duly qualified to practice law in the State of Idaho after first having offered the stock to the corporation at the stock's fair value and the offer not being accepted."

AND BE IT FURTHER RESOLVED that Article Twelfth of the Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, be amended by deleting the entire Article, and inserting in its place the following Article Twelfth:

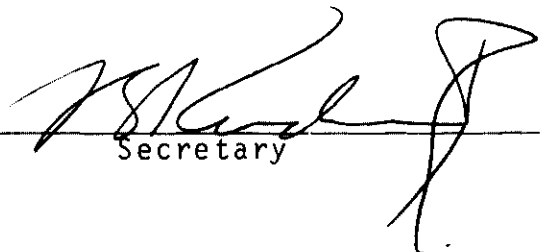
"The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws by an 80 percent majority vote of all directors, and the Corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation and By-Laws, in the manner now, or hereafter prescribed by law, by a two-thirds vote of all stockholders, whether represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide, or except by a greater majority vote of all shareholders where specified in the By-Laws."

3. We do further certify that the undersigned are authorized, empowered and directed by the shareholders so assembled to cause the proper Articles of Amendment of the Articles of Incorporation to be prepared, executed and filed as provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, we the President and Secretary of said Corporation, do on behalf of the Corporation, execute the foregoing Articles of Amendment to Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, in triplicate this 12th day of January, 1971.



President





Secretary

STATE OF IDAHO)
County of Ada) ss.


T. H. Eberle and R. B. Kading, Jr., being first duly sworn upon oath, depose and say:

That they are the President and Secretary of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, a Corporation organized and existing under and by virtue of the laws of the State of Idaho and are the identical persons who executed the foregoing Amendment to Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, and that the facts set forth in said Amendment to such Articles of Incorporation are true.


T. H. EBERLE


R. B. KADING, JR.

SUBSCRIBED AND SWORN to before me this 12 day of January, 1971.


Notary Public for Idaho
Residing at: Boise, Idaho

CERTIFICATE OF ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
EBERLE, BERLIN, KADING, TURNBOW & GILLESPIE, CHARTERED

BE IT KNOWN that we, the undersigned, President and Secretary respectively, of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, do hereby certify in accordance with the provisions of Section 30-146, Idaho Code, as follows:

1. That a meeting of the shareholders of the issued and outstanding stock of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, was held at the office of the Corporation at 711-1/2 Bannock Street, Boise, Idaho, at 10:00 o'clock A.M. on the 10th day of January, 1971, pursuant to Consent and Waiver signed by all of the shareholders of the Corporation, issued and outstanding common stock of the Corporation, at which meeting all of said shareholders were represented in person or by proxy.

2. That at said meeting the following resolution was unanimously adopted, to-wit:

BE IT RESOLVED that Section (1) of Article Second of the Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, be amended by deleting said sub-paragraph in its entirety, and by inserting in its place the following:

"To Call of Share: Any shares shall be callable. The call shall be by a vote of not less than 75 percent of the outstanding stock (not counting a disqualified shareholder's stock) at a duly called meeting, and at a price and on a payment schedule specified in the By-Laws. Upon disqualification of the shareholder, the call shall be made within 30 days after notice of the event by which any shareholder has ceased to be qualified to be a shareholder. A disqualified stockholder may not vote his stock as to the call thereof. Subject hereto, a shareholder may transfer his stock to a person duly qualified to practice law in the State of Idaho after first having offered the stock to the corporation at the stock's fair value and the offer not being accepted."

AND BE IT FURTHER RESOLVED that Article Twelfth of the Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, be amended by deleting the entire Article, and inserting in its place the following Article Twelfth:

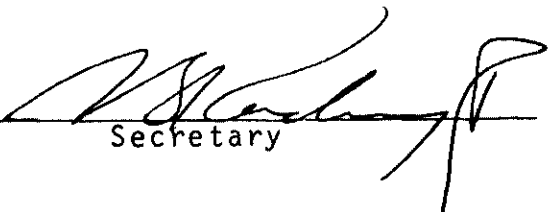
"The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws by an 80 percent majority vote of all directors, and the Corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation and By-Laws, in the manner now, or hereafter prescribed by law, by a two-thirds vote of all stockholders, whether represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide, or except by a greater majority vote of all shareholders where specified in the By-Laws."

3. We do further certify that the undersigned are authorized, empowered and directed by the shareholders so assembled to cause the proper Articles of Amendment of the Articles of Incorporation to be prepared, executed and filed as provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, we the President and Secretary of said Corporation, do on behalf of the Corporation, execute the foregoing Articles of Amendment to Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, in triplicate this 12th day of January, 1971.



President




Secretary

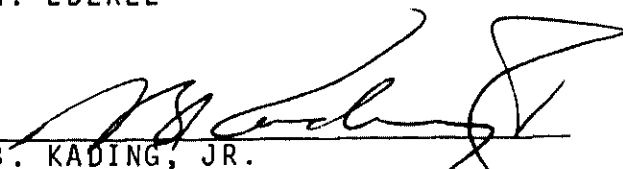
STATE OF IDAHO)
County of Ada) ss.

T. H. Eberle and R. B. Kading, Jr., being first duly sworn upon oath, depose and say:

That they are the President and Secretary of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, a Corporation organized and existing under and by virtue of the laws of the State of Idaho and are the identical persons who executed the foregoing Amendment to Articles of Incorporation of Eberle, Berlin, Kading, Turnbow & Gillespie, Chartered, and that the facts set forth in said Amendment to such Articles of Incorporation are true.

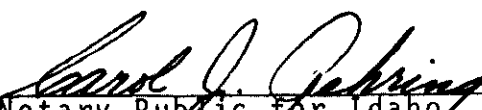


T. H. EBERLE



R. B. KADING, JR.

SUBSCRIBED AND SWORN to before me this 10th day of January, 1971.



Notary Public for Idaho
Residing at: Boise, Idaho