

# State of Idaho

## Department of State

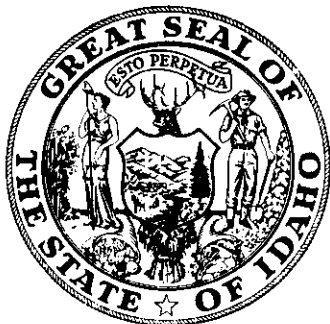
### CERTIFICATE OF AMENDMENT OF

WHEATLEY CORPORATION  
File Number C 75447

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 WHEATLEY CORPORATION duly executed 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: November 18, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Harold*

# Manning - Wheatley

FUNERAL CHAPEL



510 NORTH TWELFTH AVE.  
POCATELLO, IDAHO 83201  
TELEPHONE 232-7199

NOV 18 10 48 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

November 14, 1996

Sally T. Clark  
State of Idaho  
Secretary of State Office  
State Capitol Building  
Boise, Idaho 83720

RE: Wheatley Corporation

In reply to your letter of November 6, 1996 denying our application for an ammendment to the Articles of Incorporation I submit the following information according to Section 30-1-61 Idaho Code.

- a) Name of corporation: Wheatley Corporation
- b) Ammendments so adopted: copy of ammendment enclosed with all Board Members signatures
- c) Date of adoption of ammendment: October 16, 1996
- d) Number of outstanding shares: 4 Board Members are equal shareholders
- e) Number of shares voted: Four Board Members voted unanimously at Board Meeting held October 16, 1996 to adopt ammendment
- f) Ammendment does not call for exchange, reclassification or cancellation of issued shares
- g) Ammendment does not effect the amount of capital

IDAHO SECRETARY OF STATE  
DATE 11/18/1996 0900 39952

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CK #: 1295 CUST# 72392

AMEND PROF

10 30.00= 30.00

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*I. Richard Wheatley*  
I. Richard Wheatley, President  
Wheatley Corporation dba  
Manning-Wheatley Funeral Chapel

*Patricia A. Wheatley*  
Patricia A. Wheatley, Secretary  
Wheatley Corporation dba  
Manning-Wheatley Funeral Chapel

Nov 18 10 48 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

AMMENDMENT TO  
ARTICLES OF INCORPORATION OF WHEATLEY CORPORATION

It is agreed to by the Board of Directors of Wheatley Corporation that Manning-Wheatley Funeral Chapel may be an agency to sell life insurance in the State of Idaho under the Provisions of the Insurance Laws of the State of Idaho.

Dated at Pocatello, Idaho this 16th day of October 1996.

I. Richard Wheatley  
I. Richard Wheatley

Wayne Wheatley  
Wayne Wheatley

Patricia A. Wheatley  
Patricia A. Wheatley

Marie Wheatley  
Marie Wheatley

Subscribed and sworn before me at Pocatello, Idaho  
this 16th day of October 1996.

Pauline Finkbeiner  
Notary Public

IDAHO SECRETARY OF STATE  
DATE 11/18/1996 0900 39952

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CK #: 1295 CUST# 72392

AMEND PROF

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