

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

### ELAM, BURKE AND BOYD CHARTERED

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 ELAM, BURKE AND BOYD CHARTERED 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.

March 12, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *[Signature]*

ARTICLES OF AMENDMENT

to the

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ARTICLES OF INCORPORATION SECRETARY OF STATE

of

ELAM, BURKE AND BOYD

Chartered

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Elam, Burke and Boyd, Chartered (the "Corporation.")

SECOND: The following amendments to the Articles of Incorporation were adopted by the sole incorporator of the Corporation on February 1, 1992, in the manner prescribed by the Idaho Business Corporation Act:

A. Article V is hereby amended to read as follows:

The total number of shares of this professional corporation shall be 200,000, no par value, which shares shall be common stock and shall not be subject to assessment.

B. Article VI is hereby amended to read as follows:

None of the shares of this professional corporation shall be issued to anyone other than an individual duly licensed to practice law in the state of Idaho. No shares shall be transferred except to an individual who is eligible to be a shareholder of this professional corporation, and such transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for such purpose, as provided in the bylaws. No shareholder of this professional corporation shall enter

into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

C. Article VIII is hereby amended to read as follows:

The business of this professional corporation shall be managed and conducted by a board of directors. The number of directors shall be not less than one (1) nor more than thirty five (35). The number of directors shall be set forth in the Bylaws of the corporation as amended from time to time. Only a person who is a shareholder of this professional corporation shall serve as a director.

D. Article IX is hereby amended to read as follows:

To the fullest extent permitted by law, this corporation shall indemnify all directors, officers, employees and agents of the corporation insofar as any such director, officer, employee, or agent is made, or is threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

E. The Articles of Incorporation are hereby amended to add a new Article X, which provides as follows:

Shareholders shall have no preemptive rights to acquire unissued shares or treasury shares.

THIRD: No shares have been issued.

DATED the 11th day of March, 1992.

ELAM, BURKE AND BOYD, Chartered

By William J. Batt  
William J. Batt, Sole  
Incorporator

VERIFICATION

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

I, Catherine R. Tangu a Notary Public, do hereby certify that on March 12, 1992, personally appeared before me, William J. Batt, who being by me first duly sworn, declared he is the Sole Incorporator of Elam, Burke and Boyd, Chartered, that he signed the foregoing document as the Sole Incorporator of Elam, Burke and Boyd, Chartered, and that the statements therein contained are true.

Catherine R. Tangu  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 3/15/93