



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, 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

**BRADLEY PARK, INC.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **13th** day of **June** 19 **77** , original articles of amendment, as provided by Section **s 30-146 and 30-147**, Idaho Code, **increasing its authorized capital stock to \$200,000**

and that the said articles of amendment contain the statement of facts required by law, and are **will be** / recorded on **film** ~~film~~ **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 **13th** day of **June** , A. D., 19 **77** .

Secretary of State

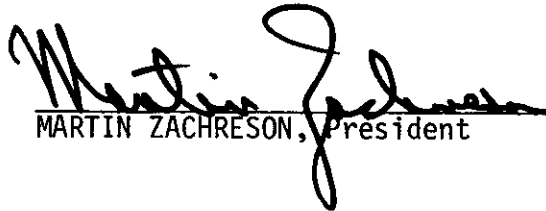
AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
BRADLEY PARK, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, Martin Zachreson, president of Bradley Park, Inc., and Ann R. Zachreson, Secretary of Bradley Park, Inc., each being a natural person of full age and a citizen of the United States of America, and being the officers of Bradley Park, Inc. authorized by law to execute the following Amendment to Articles of Incorporation, do hereby certify and swear that the following Amendment has been approved and adopted by an affirmative vote of all the shareholders of Bradley Park, Inc. at a meeting of shareholders duly called and held for this purpose:

Article 6 of the Articles of Incorporation of Bradley Park, Inc. shall be amended so as to read that the capital stock of the corporation shall be \$200,000 divided into 500 shares of the par value of \$100 each of common stock, and in addition to said shares of common stock, there shall be issued preferred having total par value of \$150,000.00 <sup>m3</sup> stock/with rights and limitations as prescribed in Exhibit A which is attached hereto.

WE THE UNDERSIGNED, being the President and Secretary of said corporation, and in pursuance of the laws of the State of Idaho, do make and file this Amendment to the Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto set our hands and

seals this 15th day of May, 1975, A.D.


  
MARTIN ZACHRESON, President

  
ANN R. ZACHRESON, Secretary

STATE OF IDAHO     )  
                              ) ss  
COUNTY OF ADA    )

On this 15th day of November, 1975, before me, a Notary Public in and for the State of Idaho, personally appeared Martin Zachreson and Ann R. Zachreson, known unto me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho

PREFERRED STOCK PREFERENCES

1. Issue In Series. The shares of the non-voting Preferred Stock of this Corporation may be issued from time to time, in one or more series, each of such series to have such designations, powers, preferences and relative, participating, optional, conversion or other special rights, and qualifications, limitations or restrictions thereof as are stated and expressed herein or in the certificate for the respective series, and as are stated and expressed in resolutions providing for the issuance of such series, from time to time adopted by the Board of Directors.

The Board of Directors is granted authority to authorize the issue of one or more series of Preferred Stock and to fix and determine with respect to each series:

(a) The designation of such series, the par value of the shares of such series, and the limitation if any, on the number of shares of such series which may be issued;

(b) The dividend payment dates and the date or dates from which dividends payable on the shares of such series shall accumulate;

(c) Any other powers, preference and relative, participating, optional and other special rights of such series, and the qualifications, limitations or restrictions thereof, not inconsistent with the provisions of the Articles of Incorporation.

The designation of each particular series of Preferred Stock and the terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors pursuant to the authority vested in it.

Except as may be otherwise provided in the resolution or providing for the issue of a particular series, the Board of Directors may from time to time increase the number of shares of any series already created by providing that any unissued shares of Preferred Stock shall constitute part of such series, and/or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof.

The Board of Directors is empowered to classify and reclassify any unissued Preferred Stock by fixing or altering the terms thereof in respect of the above mentioned particulars and by assigning the same to an existing or newly created series from time to time before the issuance thereof, except as may be otherwise expressly provided in the resolutions providing for the issue of a particular series.

All shares of Preferred Stock of each series shall be identical in all respects except that shares of any one series issued at different times may differ as to the date from which dividends thereon shall accumulate; and all shares of Preferred Stock of all series shall be of equal rank and be identical in all respects except in respect of the particulars which may be fixed by the Board of Directors as hereinabove noted.

If the stated dividends on the Preferred Stock are not declared and set apart for payment, or paid in full, the shares of all series of the Preferred Stock shall share ratably in the payment of dividends in accordance with the sums which would be payable upon or in respect of such shares if all dividends were declared and paid in full. If the assets of the Corporation available for distribution to the holders of the Preferred Stock upon any liquidation, dissolution or winding up or reduction of the Capital of the Corporation shall be insufficient to permit the payment in full of the sums payable to such holders upon any such liquidation, dissolution or winding up or reduction in capital of the Corporation, the shares of all series of Preferred Stock shall share ratably in any such distribution of assets in proportion to the amounts which they respectively would be entitled to receive if such assets were sufficient to permit the payment in full of such sums.

2. Dividends. The holders of the shares of Preferred Stock of each series shall be entitled to receive, but only when and as

declared by the Board of Directors, annual cash dividends at a rate to be determined by the Board of Directors for each particular series, payable on such dates in each year as shall be fixed by the Board of Directors for such series as are authorized.

Such dividends on the Preferred Stock of each series shall be cumulative from and after such date or dates as shall be fixed by the Board of Directors for such series as are authorized. No dividends shall be paid or set apart for payment on the Common Stock or on stock of any other class ranking junior to the Preferred Stock, nor shall any distribution be made on the Common Stock or on stock of any class ranking junior to the Preferred Stock (other than a dividend payable in Common Stock or in stock ranking junior to the Preferred Stock, nor shall any shares of Common Stock or such junior stock be redeemed, retired or otherwise acquired for a valuable consideration (except upon the conversion thereof) unless full cumulative dividends on all Preferred Stock for all past dividend periods and for the then current dividend period shall have been declared and the Corporation shall have paid such dividends or shall have set aside a sum sufficient for the payment thereof.

Any accumulation of dividends on the Preferred Stock shall not bear interest. The holders of Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends provided for in this paragraph 2.

Dividends on Preferred Stock shall be declared if, when

and as the Board of Directors shall in their sole discretion deem advisable, and only from the net profits or surplus of the Corporation as such shall be fixed and determined by the said Board. The determination of the Board of Directors at any time of the amount of net profits or surplus available for dividend shall be binding and conclusive on the holders of all the stock of the Corporation at the time outstanding.

3. No Preemptive Rights. No holder of the Preferred Stock of the Corporation shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation or of any stock of the Corporation to be issued by reason of any increase of the authorized capital stock of the Corporation, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Corporation or to purchase or subscribe for any stock of the Corporation purchased by the Corporation or by its nominee or nominees, or to have any other preemptive rights now or hereafter defined by the laws of the State of Idaho.

4. Preference On Liquidation, Etc.. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or any reduction in its capital resulting in any distribution of assets to its stockholders, the holders of the Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or from



earnings, available for distribution to its stockholders, before any amount shall be paid to the holders of the Common Stock or of the stock of any other class ranking junior to the Preferred Stock, a sum equal to the par value of the stock, plus an amount equal to all accumulated and unpaid dividends thereon to the date fixed for payment of such distributive amount. The purchase or redemption by the Corporation of stock of any class, in any manner permitted by law, shall not for the purpose of this paragraph be regarded as a liquidation, dissolution or winding up of the Corporation or as a reduction of the capital. Neither the consolidation nor merger of the Corporation with or into any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph. A dividend or distribution to stockholders from net profits or surplus earned after the date of any reduction of capital shall not be deemed to be a distribution resulting from such reduction in capital. No holder of Preferred Stock shall be entitled to receive any amounts with respect thereto upon any liquidation, dissolution or winding up of the Corporation other than the amounts provided for in this paragraph.

5. Redemption. The Corporation by actions of its Board of Directors may redeem the whole or any part of the Preferred Stock, at any time, or from time to time at par value of said stock

plus in each case a sum equal to all accumulated and unpaid dividends thereon to the date fixed for redemption.

Notice of the election of the Corporation to redeem any Preferred Stock shall be given by the Corporation by mailing a copy of such notice, postage prepaid, not less than 30 or more than 90 days prior to the date designated therein as the date for such redemption, to the holders of record of the Preferred Stock to be redeemed, addressed to them at their respective address appearing on the books of the Corporation.

In the case of the redemption of a part only of the Preferred Stock at the time outstanding the Corporation shall select by lot or pro rata, in such reasonable manner as the Board of Directors may determine, the shares to be redeemed. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the manner in which and the terms and conditions upon which the Preferred Stock shall from time to time be redeemable. On and after the date specified in such notice, each holder of the Preferred Stock called for redemption as aforesaid, upon presentation and surrender at the place designated in such notice of the certificate or certificates for such Preferred Stock held by him, properly endorsed in blank for transfer or accompanied by proper instruments of assignment in blank (if required by the Corporation) and bearing all necessary stock transfer tax stamps thereto affixed and cancelled, shall be entitled to receive therefor the redemption

price thereof.

From and after the date of redemption specified in such notice (unless default shall be made by the Corporation in providing moneys for the payment of the redemption price) all dividends upon the Preferred Stock so called for redemption shall cease to accrue and, from and after said date (unless default shall be made by the Corporation as aforesaid) or, if the Corporation shall so elect, from and after the date specified therefor in the notice of redemption (prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof in trust for such purpose with a bank or trust company doing business in the State of Idaho, and having a capital and surplus of at least \$5,000,000.00, and all rights of the holders of the Preferred Stock so called for redemption as stockholders of the Corporation, excepting only the right to receive the redemption price of such shares on and after the redemption date without interest thereon shall cease and determine.

In the event the rights of the holders of the Preferred Stock as stockholders of the Corporation shall cease and determine prior to the date of redemption as aforesaid, the amount of dividends which would otherwise have accrued (if such rights had not ceased) on such Preferred Stock from the time such rights cease to the date of redemption, shall be deemed an additional premium. Any interest accrued on funds so deposited shall be paid to the

authorized or outstanding ranking prior to or on a parity with the Preferred Stock as to dividends or assets except the same number of shares of Preferred Stock with the same rights, preferences and powers as the preferred stock of the Corporation authorized and outstanding immediately preceding such merger or consolidation, and unless each holder of preferred stock at the time of such merger or consolidation and in connection therewith shall continue to hold (in the case of a merger in which the Corporation is the surviving corporation) his shares of Preferred Stock, or (in the case of a consolidation or a merger of the Corporation into some other corporation) shall receive the same number of Preferred Shares, with the same rights, preferences and powers, of such resulting Corporation; or

(e) amend or repeal any of the provisions of this paragraph 6.

7. The foregoing constitutes, in total, the amendment to Article VI of the Articles of Incorporation which amendment provides for issue of Preferred Stock.

EXTRACT OF MINUTES OF STOCKHOLDERS MEETING  
BRADLEY PARK, INC.  
Held May 15, 1975


The president called meeting to order. Present in person were Martin Zachreson and Dale Clemons and represented by proxy was Utahna S. Randall. Meeting was held at the office of M. Zachreson & Co. The president certified he had given proper notice of the meeting to all shareholders.

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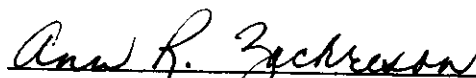
2. It was resolved, that Article VI of Articles of Incorporation of Bradley Park, Inc. hereby be amended to read that the capital stock of the corporation shall be \$200,000.00 divided into 500 shares of the par value of \$100.00 each of common stock, and, in addition to said shares of common stock, there shall be issued <sup>having total par value of \$150,000.00</sup> preferred stock <sup>13</sup> with rights and limitations as prescribed in Exhibit A which is attached hereto.

\* \* \* \* \*

4. Meeting was adjourned.

  
Secretary of Meeting

I certify that the above constitutes a true and accurate extract from the minutes of the shareholders meeting of Bradley Park, Inc. held May 15, 1975.

  
Ann R. Zachreson

NOTICE OF MEETING OF STOCKHOLDERS  
OF  
BRADLEY PARK, INC.

The stock holders of Bradley Park, Inc. are hereby notified of a meeting of stockholders of said corporation to be held on Thursday, May 15, 1975, at 10:30 A.M. at 5000 Chinden Blvd., Boise, Idaho for the purpose of electing a board of directors and transacting any and all other business for the corporation that may come before the meeting.

Dated in the City of Boise, State of Idaho, this 1st day of May 1975.

BRADLEY PARK, INC.

By 