

DEPARTMENT OF STATE

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS**, 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

THE VOLKMER CREAMERY COMPANY, LIMITED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **thirtieth** day of **August** **1901**.

original articles of amendment, as provided by Sections 2401, 2402 and 2403, Idaho Code, and the said articles of amendment, were duly recorded in the office of the Secretary of State of Idaho, in Book A-54 of Record of Domestic Corporations of the State of Idaho, on the 30th day of August, 1901, at Boise City, Idaho, and the said articles of amendment were duly filed in the office of the Secretary of State of Idaho, on the 30th day of August, 1901, at Boise City, Idaho.

VOLKMER INSURANCE AGENT, INC.

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-54 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the articles of incorporation of the said company have been recorded in a book in the office of the Secretary of State of Idaho.

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 **thirtieth** day
of **August**, in the year of our Lord
one thousand nine hundred **and one**,
and of the Independence of the United States of
America the One Hundred **and first**.

G. H. Curtis
Secretary of State.

CERTIFICATE AND ARTICLES OF
AMENDMENT

STATE OF IDAHO)
 SS.
County of Nez Perce)

We, the undersigned, President and Assistant Secretary respectively, of The Vollmer Clearwater Company, Limited, a corporation organized and existing under and by virtue of the laws of the State of Idaho, with its place of business at Lewiston, Nez Perce County, Idaho, pursuant to the provisions of Section 29-146 Idaho Code Annotated, do hereby certify and declare:

I.

That pursuant to and under the provisions of Section 29-145, Subdivision 5 thereof, Idaho Code Annotated of 1932, and all laws amendatory thereof and supplementary thereto, all of the stockholders of said The Vollmer Clearwater Company, Limited, a corporation, by unanimous consent in writing, adopted the amendments of the present Articles of Incorporation by changing the name thereof, by enlarging the purposes of the corporation, by extending the term of the existence of said corporation, and by reducing the capital stock of said corporation, which amendments so adopted by the unanimous consent of all of the stockholders of said corporation are hereinafter set forth.

II.

That under the original Articles of Incorporation filed in the office of the County Recorder of Nez Perce County, Idaho, on January 11th, 1901, the amount of capital stock of

this corporation was designated as \$15,000.00, divided into 1500 shares of the par value of \$10.00 each; that thereafter, on June 10th, 1902, the said capital stock was increased to the sum of \$50,000.00; that thereafter, on August 11th, 1903, said capital stock was increased to the sum of \$75,000.00, and thereafter, on October 7th, 1911, the capital stock of said corporation was increased to \$100,000.00, all of which was duly and regularly issued and is now outstanding.

That under the provisions of Article Sixth as amended by the unanimous consent of the stockholders of said corporation, the total amount of capital stock of the corporation will be \$10,000.00 of the par value of \$10.00 a share. The reduction of capital stock shall be accomplished by each holder of outstanding shares of the Company's stock surrendering to the Company for retirement all of the outstanding stock of the Company. Upon the surrender of such stock as by said amendment required, the Company shall issue new stock in the ratio of one share of new stock for each ten shares of old stock so retired. Where a stockholder only owns one share of stock, a new certificate shall be issued for 1/10 of a share of stock.

III.

That the corporation is entirely free from debt, and that the proposed reduction of the capital stock of said corporation of \$100,000.00 to \$10,000.00 will not reduce the fair value of the assets of the corporation to an amount less than the total amount of its debts and liabilities, plus the amount of its capital stock as so reduced, in that said cor-

poration has \$5000.00 in cash on hand and an insurance agency of the estimated value of \$6000.00.

IV.

That the holders of the capital stock of said corporation, the number of shares held by each, who consented in writing to the amendment of the Articles of Incorporation as hereinafter set forth, are as follows, to-wit:

<u>Name</u>	<u>Number of Shares</u>
J. M. Bonner	1
Vollmer Security Company	9995
A. E. Clarke	1
H. M. Emerson	1
E. E. Eastwood	1
W. G. Hawkinson	1
Total	10,000

That the above named stockholders own all of the shares of stock outstanding of said corporation.

V.

That by reason of the written consent of all of the stockholders of The Vollmer Clearwater Company, Limited, a corporation, duly filed with the corporation, the present Articles of Incorporation are hereby amended as follows, to-wit:

By striking out Article First of said Articles of Incorporation, and inserting in lieu thereof the following:

"ARTICLE FIRST

"That the name of said corporation is VOLLMER INSURANCE AGENCY, INC."

By adding to Article Second a new paragraph reading as follows:

"To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business."

By extending the term of the existence of said corporation by striking Article Fourth of said Articles, and inserting in lieu thereof the following:

"ARTICLE FOURTH

✓ "That the term for which this corporation shall continue to exist is 50 years from and after August 1st, 1941."

By reducing the capital stock of the corporation by striking Article Sixth of said Articles of Incorporation as amended, and inserting in lieu thereof the following:

"ARTICLE SIXTH:

✓ "That the amount of capital stock of this corporation shall be \$10,000.00 divided into 1000 shares of the par value of \$10.00 each. Such reduction of capital stock shall be accomplished by each holder of outstanding shares of the Company's stock surrendering to the Company for retirement all of the outstanding stock of said Company. Upon the surrender of said stock, the Company shall

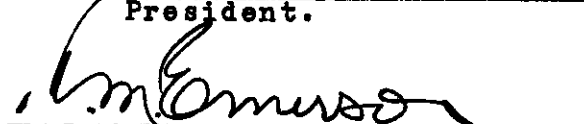
issue new stock in the ratio of one (1) new
share for each ten (10) shares so retired."

VI.

That each and all of the foregoing statements are
true and correct, and that we, the president and assistant
secretary of said corporation, have executed this instrument
as required by law for and on behalf of the corporation, and
pursuant to the provisions of Section 29-146 Idaho Code An-
notated of 1932.



President.


Assistant Secretary.

STATE OF IDAHO)
 SS.
County of Nez Perce)

A. E. CLARKE and H. M. EMERSON, being first duly sworn on oath and according to law, each for himself and not one for the other, depose and say:

That the undersigned A. E. Clarke is the President of The Vollmer Clearwater County, Limited, a corporation organized under the laws of the State of Idaho, and that the undersigned H. M. Emerson is the Assistant Secretary thereof; that we have each read the foregoing Certificate and Articles of Amendment as therein set forth, and that all of the statements contained in the foregoing are true in substance and in fact; that said amendments to the Articles of Incorporation of said corporation were adopted by the unanimous consent of all of the stockholders of said corporation as therein set forth.

A. E. Clarke
H. M. Emerson

SUBSCRIBED AND SWORN to before me this 7th day
of August, 1941.

Paul W. Nielson
Notary Public in and for the
State of Idaho, Residing at
Lewiston therein.

(SEAL)