

State of Idaho



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

GEM STATE DISTRIBUTORS, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 19th day of October 1978, original articles of amendment, as provided by Sections 30-146 and 30-147, Idaho Code, increasing its authorized capital stock to \$345,000.00

and that the said articles of amendment contain the statement of facts required by law, and are will be recorded on ~~Film No.~~ 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 19th day of October, A. D., 1978.

Secretary of State

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AMENDMENT

TO THE

STATE

ARTICLES OF INCORPORATION

OF

GEM STATE DISTRIBUTORS, INC.

The undersigned President and Secretary of GEM STATE DISTRIBUTORS, INC. do hereby certify that pursuant to Idaho Code §§ 30-146 and 30-147 the corporation adopted the following amendment to its Articles of Incorporation:

1. The name of the corporation is GEM STATE DISTRIBUTORS, INC.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on the 24th day of September, 1978, in the manner prescribed by the laws of the State of Idaho and the Articles of Incorporation of GEM STATE DISTRIBUTORS, INC.:

V.

Capital Stock

The total authorized capital stock of the corporation shall be \$345,000.00, which shall be divided into three (3) separate and distinct classes as follows: (1) 125,000 shares of voting preferred stock at a par value of \$1.00 each; (2) 20,000 shares of Class A voting common stock at a par value of \$1.00 each; and (3) 20,000 shares of Class B voting common stock at a par value of \$10.00 each. The designations, preferences, privileges and voting powers of the shares of each class and restrictions and qualifications thereof shall be as follows:

A. Preferred Stock - \$1.00 Par Value

1. Each holder of preferred stock which shall have a par value of \$1.00 per share, shall be entitled

to one (1) vote for each share thereof held, to be voted in person or by written proxy at all annual or special meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions shall be provided in these Articles, or the By-Laws of the corporation, or by law.

2. The preferred stock shall be entitled to first participate in the dividends of the corporation before participation by any holders of other classes of stock, to the extent of eight percent (8%) per year of the par value of such preferred stock. The preferred stock shall be entitled only to non-accumulative dividends and the declaration of dividends, if any, shall be determined in the absolute discretion of the Board of Directors and then only out of the surplus of the corporation which is legally available for the payment of dividends. The Board of Directors shall have the power from time-to-time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.
3. Upon the liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holders of preferred stock shall first be paid in full, in the amount of the par value of the preferred stock.

B. Class A Common Stock - \$1.00 Par Value

1. Each holder of Class A Common Stock, which shall have a par value of \$1.00 per share, shall be entitled to one vote for each share thereof held, to be voted in person or by written proxy at all annual or special meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions as shall be provided in these Articles, or the By-Laws of the corporation, or by law.
2. Class A Common Stock shall be fully participating in all earnings and dividends of the corporation based on the par value of such stock as compared

to the par value of Class B Common Stock. Subject to the rights of the Preferred Stock, such dividends as may be determined by the Board of Directors may be declared and paid on the Class A Common Stock from time to time out of the surplus of the corporation legally available for the payment of dividends. The dividends on each share of Class A Common Stock shall be one-tenth (1/10th) the dividends paid per share of Class B Common Stock, and dividends on both classes of stock shall be declared and paid on the same dates. The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.

3. Upon the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full, the amounts to which they shall be entitled, the remaining net assets of the corporation shall be distributed to the holders of the common stock, to the exclusion of the holders of the Preferred Stock, on the following basis: Each share of Class A Common Stock shall be entitled to receive one-tenth (1/10th) the distribution allocated to each share of Class B Common Stock, the remaining net assets being distributed based upon the par value of the common stock issued and outstanding.

C. Class B Common Stock - \$10.00 Par Value

1. Each holder of Class B Common Stock, which shall have a par value of \$10.00 per share, shall be entitled to one vote for each share thereof held, to be voted in person or by written proxy at all annual or special meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions as shall be provided in these Articles or the By-Laws of the corporation, or by law.
2. Class B Common Stock shall be fully participating in all earnings and dividends of the corporation based on the par value of such stock as compared to the par value of Class A Common Stock. Subject to the rights of the Preferred stock, such dividends as may be determined by the Board of Directors may be declared and paid on the Class B Common Stock from time to time out of the surplus of the corporation legally available for the payment of dividends. The dividends paid on each share of Class B Common Stock shall be ten (10) times the dividends paid per share of Class A Common Stock, and dividends on both classes of stock shall

be declared and paid on the same dates. The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.

3. Upon the liquidation, dissolution and winding up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred stock shall have been paid in full the amounts to which they shall be entitled, the remaining net assets of the corporation shall be distributed to the holders of the common stock, to the exclusion of the holders of the Preferred stock, on the following basis: Each share of Class B Common Stock shall be entitled to receive ten (10) times the share of such distribution as shall each share of Class A Common Stock, the remaining net assets being distributed pro rata based upon the par value of the common stock issued and outstanding.

3. The number of shares of the corporation outstanding at the time of such adoption was 520, and the number of shares entitled to vote thereon was 520.

4. The number of shares voting for such Amendment was 520 ; and the number of shares voted against such Amendment was 0.

EXECUTED in triplicate original on the 24th day of

September, 1978.

GEM STATE DISTRIBUTORS, INC.

By: Donald E. Noorda
Donald E. Noorda
President

ATTEST:

Yolanda Taylor
Secretary

(seal)

STATE OF IDAHO)
) ss.
County of Bannock)

DONALD E. NOORDA, being first duly sworn, deposes and says: That he is the President of GEM STATE DISTRIBUTORS, INC., an Idaho corporation; that affiant acknowledges that he has signed the foregoing document in his capacity as said corporation's President; that affiant has read the above and foregoing document and knows the contents thereof and declares that the statements therein contained are true.

Donald E. Noorda
Donald E. Noorda

Subscribed and sworn to before me this 25th day of September, 1978.

(seal)

Barbara L. Baker
Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission Expires: 10/15/80

STATE OF IDAHO)
) ss.
County of Bannock)

JOHN ENGLESON, being first duly sworn, deposes and says: That he is the Secretary of GEM STATE DISTRIBUTORS, INC., an Idaho corporation; that affiant acknowledges that he has signed the foregoing document in his capacity as said corporation's Secretary; that affiant has read the above and foregoing document and knows the contents thereof and declares that the statements therein contained are true.

John Engleson
John Engleson

Subscribed and sworn to before me this 25th day of September, 1978.

(seal)

Barbara L. Baker
Notary Public for Idaho
Residing at Pocatello, Idaho
My Commission Expires: 10/15/80