

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

LINCO, INC.

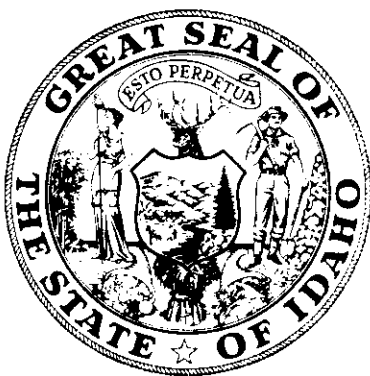
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

NORCO, INC.

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.

Dated _____ October 5 , 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

Sam J. Clark

Corporation Clerk

CAM 779

all Amendments thereto.

ARTICLES OF AMENDMENT . . . - Page 1

Aug 15 3 35 PM '88
SECRETARY OF STATE

ARTICLES OF AMENDMENT
AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION OF
LINCO, INC.

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that at the Special meeting of the Shareholders of Linco, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho, held at Boise, Idaho at the hour of 10:30 A.M., on the 5th day of August, 1988, thirty (30) days notice having been waived by the Stockholders, there being 499 shares issued and outstanding of authorized stock, all of which voted unanimously to approve the resolutions of the Board of Directors authorizing the amendment to the Articles of Incorporation of Linco, Inc., by amending Articles I, IV and VI and adding Article XII. Except for these stated Amendments the attached restated Articles of Incorporation correctly sets forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and the restated Articles of Incorporation together with the designated Amendments supersede the original Articles of Incorporation and all Amendments thereto.

ARTICLE I

The name of this Corporation is Norco, Inc.

ARTICLE II

The objects and purposes for which this Corporation is formed, are:

To engage in the general mercantile business. As principal, agent or otherwise to do, in any part of the world any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the Corporation shall have power:

(a) To build, buy, sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of lands, lots, houses, buildings, real property, hereditaments, appurtenances and personal property of all classes and description and wheresoever situate, and any rights and interests therein, to the same extent as natural persons might or could do and without limit as to amount;

(b) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, scrip, bonds, mortgages, securities or evidences

of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever, issued, and while the owner or holder thereof to possess and exercise in respect thereto any and all rights, powers and privileges of ownership, including the right to vote thereon;

(c) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agent thereof;

(d) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contract to convey, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law;

(e) To acquire, hold, sell, re-issue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall be not be voted directly or indirectly;

(f) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(g) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(h) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor;

(i) To have one or more offices to carry on all, or any part of its operations and business, and to do all and everything

necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, corporation or association.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the Corporation is 1121 West Amity Road, Boise, Idaho.

ARTICLE V

The amount of the capital stock of the Corporation shall be, and is, \$100,000.00, divided into 1,000 shares of the par value of \$100.00 each, and said shares of stock shall be non-assessable.

ARTICLE VI

The names, and post office addresses of the Shareholders, and the number of share owned by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
James A. Kissler	1799 Mortimer Drive Boise, Idaho	249.5
Marlene K. Kissler	6639 Hollilynn Drive Boise, Idaho	249.5

ARTICLE VII

The private property of the Stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the share of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

ARTICLE VIII

The number of directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the additional directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the Stockholders and until their successors are elected and qualified.

ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including all of the property and assets of the corporation, including its good will and its

corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient, and for the best interest of the Corporation.

ARTICLE X

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such other Corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XI

The Board of Directors is expressly authorized to repeal and

amend the By-Laws of the Corporation, and to adopt new By-Laws of the Corporation, and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders, represented in person or by proxy, at any meeting duly called for that purpose, except where the laws of the state of Idaho otherwise provide.

ARTICLE XII

A director of this Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director. This Article shall not eliminate or limit the liability of a director:


1. For any breach of the director's duty of loyalty to the Corporation or its Shareholders.
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. For actions provided for under Section 30-1-48 Idaho Code including Amendments thereto.
4. For any transaction from which the director derived an improper personal benefit.

No limitation herein shall be interpreted to eliminate or limit the Corporation's power to indemnify any person as provided

in Section 30-1-5 Idaho Code including Amendments thereto.

If the Idaho Corporation Law is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Corporate Law as so amended. Any repeal or modification of this Article shall not increase the liability of a director or the Corporation arising out of acts or omissions occurring before the repeal or modification becomes effective.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 3rd day of October, 1988.


JAMES A. KISSLER, 50% Shareholder


MARLENE K. KISSLER, 50% Shareholder

STATE OF IDAHO)
) ss
County of Ada)

I, James C. Chase, a notary public, do hereby certify that on this 3 day of October, 1988, personally appeared before me JAMES A. KISSLER, who, being by me first duly sworn, declared that he is a shareholder of Linco, Inc., that he signed the foregoing document as shareholder of the corporation, and that the statements therein contained are true.

James C. Chase
Notary Public
Residing at: Boise, Idaho
Comm. Expires: 9/1/93

STATE OF WASHINGTON)
) ss
County of King)

I, Janet Kelley, a notary public, do hereby certify that on this 26th day of September, 1988, personally appeared before me MARLENE K. KISSLER, who, being by me first duly sworn, declared that she is a shareholder of Linco, Inc., that she signed the foregoing document as shareholder of the corporation, and that the statements therein contained are true.

Janet Kelley
Notary Public
Residing at: Bothell
Comm. Expires: 4-3-92