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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
S RESORT & CONFERENCE CEN**

Articles of Amendment to the Articles of Incorporation of TEMPLIN REPORT & CONFERENCE CENTER, INC. are herein executed by said Corporation pursuant to the provisions of Section 30-1-1006, *et seq.*, of the Idaho Business Corporation Act, as follows:

1. The name of the Corporation is TEMPLIN'S RESORT & CONFERENCE CENTER, INC.
 2. The amendments to the Articles of Incorporation of said Corporation are as follows:

A new ARTICLE X shall be added to read as follows:

"ARTICLE X

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Section 30-1-830 of the Idaho Business Corporation Act, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."

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A new Article "XI." shall be added to read as follows:

"ARTICLE XI.

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law."

3. The date of the adoption of said amendments by the shareholders of the Corporation is April 1, 1998.

4. The number of shares outstanding of Corporation is two hundred fourteen thousand five hundred (214,500) shares, all of which are entitled to vote.

5. The number of shares voting for and against said amendment, respectively, were as follows:

For Amendment	214,500 Shares
Against Amendment	0 Shares

6. The amendment does not provide for the exchange, reclassification, or cancellation of issued shares.

7. The amendment does not effect a change in the amount of stated capital of the Corporation.

DATED this 1st day of April, 1998.

TEMPLIN'S RESORT & CONFERENCE
CENTER, INC.

By Robert G. Templin
Robert G. Templin, President

By Mary W. Templin
Mary W. Templin, Secretary