

40158

# State of Idaho

## Department of State

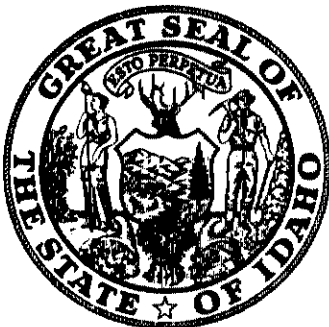
### CERTIFICATE OF AMENDMENT OF

WAREMART, 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 WAREMART, 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.

August 2, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeVries*

**ARTICLES OF AMENDMENT**

**AUG 2 3 34 PM '93** TO THE  
SECRETARY OF STATE

**JUL 27 2 55 PM '93**  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION OF WAREMART, INC.**

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is Waremart, Inc.

**SECOND:** The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on July 13, 1993 in the manner prescribed by the Idaho Business Corporation Act:

That Article Thirteenth be added to the Articles of Incorporation of Waremart, Inc. as follows:

**ARTICLE THIRTEENTH**

Except as otherwise provided in Section 30-1-54(2) of the Idaho Business Corporation Act, as now in effect or as hereafter amended, the directors of the Corporation shall have no personal liability whatsoever to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a director, then such liability shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Thirteenth shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

That Article Fourteenth be added and to the Articles of Incorporation of Waremart, Inc. as follows:

**ARTICLE FOURTEENTH**

The directors, officers, employees or agents of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be

indemnified in the manner and to the fullest extent permitted by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect or as hereafter amended. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of a director or other person identified above, then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Fourteenth shall not adversely affect any right or protection of a director of the Corporation or other person identified above existing at the time of such repeal or modification.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 6,020,142 and the number of shares entitled to vote thereon was 6,020,142, all shares of the corporation being of one class.

FOURTH: The number of shares that voted for such amendment was 3,542,269, and the number of shares that voted against the amendment was 0.

FIFTH: The foregoing amendments do not provide for an exchange, reclassification or cancellation of issued shares and do not effect a change in the amount of stated capital of the Corporation.

DATED this 16th day of July, 1993.

WAREMART, INC.

By

  
William D. Long  
Its President

By

  
Robert T. Richins  
Its Secretary

STATE OF IDAHO            )  
                                  ) ss:  
County of Ada            )

On this 16 day of July, in the year 1993, before me,  
GLEENDA WICKHAM, notary public, personally appeared  
WILLIAM D. LONG, who, being by me first duly sworn, declared that  
he is the President of WAREMART, INC., the corporation that  
executed the instrument or the person who executed the instrument  
on behalf of said corporation, and acknowledged to me that such  
corporation executed the same.

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

Glenda Wickham  
Notary Public for Idaho  
Residing at Boise, Id.  
My Commission Expires 10-21-94

STATE OF IDAHO            )  
                                  ) ss:  
County of Ada            )

On this 16 day of July, in the year 1993, before me,  
GLEENDA WICKHAM, notary public, personally appeared  
ROBERT T. RICHINS who, being by me first duly sworn, declared  
that he is the Secretary of WAREMART, INC., the corporation that  
executed the instrument or the person who executed the instrument  
on behalf of said corporation, and acknowledged to me that such  
corporation executed the same.

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

Glenda Wickham  
Notary Public for Idaho  
Residing at Boise, Id.  
My Commission Expires 10-21-94