

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

CHAMIS, 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 CHAMIS, 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.

December 2, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeVries*

AMENDED AND RESTATED ARTICLES

OF INCORPORATION OF

CHAMIS, INC.

DEC 2 2 35 PM '93

SECRETARY OF STATE

Pursuant to the provisions of 30-1-45 of the Idaho Business Corporation Act, the undersigned corporation, pursuant to a resolution adopted by the Board of Directors on November 16, 1993, adopts the following Articles of Amendment and Restated Articles of Incorporation:

ARTICLES OF AMENDMENT

I

The name of the corporation is CHAMIS, INC.

II

Section VII, BOARD OF DIRECTORS, of the original Articles of Incorporation which read:

The initial Board of Directors shall consist of three (3) directors, but during their term of office or thereafter, the number of directors may be provided by the By-laws; provided that the number of directors shall not be less than three (3).

The following persons are named as initial directors of the corporation to serve until their successors are elected and qualified:

| | |
|-------------------|--|
| Barbara J. Miller | 163 E. Mallard Drive, Apt. 247 Boise, Idaho 83706 |
| Shane M. Kelly | 2153 S. Century Way Boise, Idaho 83709 |
| Glenn A. Fordyce | 9458 Fairview Avenue, Suite K Boise, Idaho 83704 |

was amended to read:

The initial Board of Directors shall consist of three (3) directors, but during their terms of office, or thereafter, the number of directors may be provided by the By-laws; provided that the number of directors shall not be less than three (3).

The following persons are named as initial directors of the corporation to serve until their successors are elected and qualified.

| | |
|-------------------|--|
| Barbara J. Miller | 163 E. Mallard Drive, Apt. 247, Boise, Idaho 83706 |
| Glenn A. Fordyce | 9458 Fairview Avenue, Suite K, Boise, Idaho 83704 |
| Steven S. Inch | 2525 S. Swallowtail Lane, Boise, Idaho 83706 |

III

There being no stock issued as of the date of this amendment, the amendment to Article VII, BOARD OF DIRECTORS, was adopted by unanimous vote of the initial Board of Directors on November 16, 1993.

RESTATED ARTICLES OF INCORPORATION

I

NAME

The name of this Corporation shall be CHAMIS, INC.

II

PERPETUAL EXISTENCE

The period of existence and duration of the life of this Corporation shall be perpetual.

III

REGISTERED OFFICE

The address of the registered office of this corporation is 9458 Fairview Avenue, Suite K, Boise, Idaho 83704. The name of the registered agent at such address is Barbara Miller.

IV

PURPOSES

The object and purpose of this Corporation is to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V

AUTHORIZED SHARES

The total authorized number of shares of this corporation shall be FIFTY MILLION (50,000,000) shares divided into TWENTY-FIVE MILLION FIVE HUNDRED THOUSAND (25,500,000) shares of Class A Voting Common having no par value, and TWENTY-FOUR MILLION FIVE HUNDRED THOUSAND (24,500,000) shares of Class B Nonvoting Common having no par value.

VI

INCORPORATOR

The name and post office address of the incorporator is Barbara J. Miller, 9458 Fairview Avenue, Suite K, Boise, Idaho 83704.

VII

BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) directors, but during their terms of office, or thereafter, the number of directors may be provided by the By-Laws; provided that the number of directors shall not be less than three (3).

The following persons are named as initial directors of the corporation to serve until their successors are elected and qualified:

| | |
|-------------------|--|
| Barbara J. Miller | 163 E. Mallard Drive, Apt. 247 Boise, Idaho 83706 |
| Glenn Fordyce | 9458 Fairview Avenue Boise, Idaho 83704 |
| Steven S. Inch | 2525 S. Swallowtail Lane Boise, Idaho 83706 |

VIII

INDEMNIFICATION

The liability of directors to the Corporation is eliminated or limited except as provided under Idaho Code Section 30-1-54(2).

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supersede the original Articles of Incorporation.

Dated: ~~November 16~~ ^{December 1}, 1993

CHAMIS, INC.


Barbara J. Miller, Director


Glenn A. Fordyce, Director


Steven S. Inch, Director

STATE OF IDAHO)
) ss
County of Ada)

On this 1st day of ~~November~~ ^{December}, 1993, before me, a Notary Public in and for said State, personally appeared GLENN A. FORDYCE and STEVEN S. INCH who, being by me first duly sworn, declared that they are Directors of the Corporation and that they signed the foregoing document as Directors of the Corporation, and that the statements therein contained are true.

Barbara J. Miller
Notary Public for Idaho
Residing at Boise, Idaho
Commission expires: 11-15-94

STATE OF IDAHO)
) ss
County of Ada)

On this 1st day of November, 1993, before me, a Notary Public in and for said State, personally appeared BARBARA J. MILLER who, being by me first duly sworn, declared that she is a Director of the Corporation, that she signed the foregoing document as a Director of the Corporation, and that the statements therein contained are true.

Barbara J. Miller
Notary Public for the State of Idaho
Residing at Boise, Idaho
Commission Expires: 4-22-97