

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, 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

WESTERN EXPLORATION & DEVELOPMENT, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **30th** day of **August** 19**63**, original articles of amendment, as provided by Section **30-146, 30-147 and 30-148, Idaho Code, increasing capital stock to \$250,000.00, divided into 150,000 shares preferred stock at the par value of \$1.00 and 100,000 shares common stock at the par value of \$1.00 each,**

and that the said articles of amendment contain the statement of facts required by law, and ^{will be} recorded on ~~film~~ **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 **30th** day of **August**, A. D., 19 **63**.

ARNOLD WILLIAMS, Secretary of State

By _____
Deputy Secretary of State

1 AMENDMENT TO ARTICLES OF INCORPORATION
2 OF
3 WESTERN EXPLORATION & DEVELOPMENT, INC.

4 RESOLVED: That Article VI of the Articles of Incorporation
5 be amended to read as follows:

6 VI.

7 The capital stock of this corporation shall consist of
8 two hundred fifty thousand shares, divided into one hundred
9 fifty thousand shares of preferred stock at a par value of ONE
10 DOLLAR (\$1.00) each, said preferred stock being designated as
11 Class A stock, and one hundred thousand shares of common stock
12 at a par value of ONE DOLLAR (\$1.00) each, said common stock
13 to be designated as Class B stock.

14 The terms in which these two classes of stock are created
15 and the particular character and preference of preferred stock
16 and the conditions and limitations applying thereto and the
17 common stock are as follows:

18 (a) The owners of the preferred stock shall be entitled to
19 receive, when and as declared by the Board of Directors of this
20 Corporation, accumulative dividends thereon from the date of
21 issuance for the said preferred stock at the rate of Six per
22 cent (6%) per annum and no more, payable out of the surplus
23 profits of this Corporation annually on the 31st day of December
24 of each year before any dividends shall be paid or set apart
25 for any Common stock. Dividends on the preferred stock shall
26 be accumulative, so that if any year, the dividends amounting
27 to Six per cent (6%) shall not have been paid on such stock,
28 that deficiency shall be paid before any dividends shall be
29 paid upon or set apart for the common stock.

30 (b) This Corporation may at any time, or from time to time
31 shall be permitted under the laws of the State of Idaho, redeem
32 the whole or any part of its preferred stock on any annual

1 dividend date by paying therefore in case ONE and 10/100 DOLLARS
2 (\$1.10) per share, in all accrued and paid dividends thereon
3 at the date fixed for such redemption. At least sixty (60)
4 days notice at every such redemption shall be given to the
5 holders of records of the stock to be redeemed in such manner
6 as shall be provided in the by-laws of this corporation, or
7 from time to time a resolution of the Board of Directors. If
8 at any time this corporation shall determine to redeem less
9 than the whole amount of this preferred stock then outstanding,
10 the particular stock to be redeemed shall be ascertained in such
11 manner as shall be provided in such by-laws, or from time to
12 time by a resolution of its Board of Directors. Except as
13 otherwise specifically provided, the Board of Directors shall
14 have full discretion to subscribe and regulate from time to
15 time the procedure to be followed in and all details concerning
16 the redemption of shares to the preferred stock.

17 (c) If any surplus profits of the corporation remaining
18 after the payment of the full dividends of the preferred stock
19 for all previous dividend periods, and after full dividends
20 thereon for the then current annual dividend period shall be
21 declared of being paid in full by the Board, then, not otherwise,
22 dividends may be declared upon the Common Stock.

23 (d) In the event of any liquidation, dissolution or winding
24 up of the Corporation, the holders of the preferred stock shall
25 be entitled to be paid in full at the par value thereof, and
26 all accrued unpaid dividends thereof, before any sums shall be
27 paid to or any assets to be distributed to among the holders
28 of the common stock, and after payment to the holders of the
29 preferred stock, the amounts payable to them as heretofore
30 provided, the remaining assets and funds of the Corporation shall
31 be distributed among the holders of the common stock.
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(e) Holders of the common stock of this Corporation shall be entitled to one vote for each and every share of common stock standing to his, her, or its name in any and all meetings of the stockholders of the Corporation. No holders of preferred stock shall be entitled to cast any vote on account of ownership of any such preferred stock.

WILLIAM J. DEE
ATTORNEY AT LAW
GRANDEVILLE, IDAHO

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

WESTERN EXPLORATION & DEVELOPMENT, INC.

STATE OF IDAHO)
County of _____) ss.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned do hereby certify and declare that Western Exploration & Development, Inc., is represented by a Board of Directors consisting of three members; that we and each of us are duly elected, qualified and acting Directors of said corporation; that Ernest Butler is the duly and regularly elected, qualified and acting President and Ted Larrabee is the duly and regularly elected, qualified and acting Secretary of said corporation; that pursuant to a resolution of said Board of Directors the Secretary caused notice of said meeting of the Stockholders to be held at 911 vista ave., Lewiston, Idaho, on the 11th day of August, 1965, at 8:00 p.m. to be given as provided in the By-Laws of said corporation; that said notice informed the Stockholders that a proposal to amend the Articles of Incorporation of said corporation would be presented at said meeting; that said meeting was called to order at the time and place fixed in the notice so given by said Secretary; that all of the outstanding stock was present and represented and that upon motion duly and regularly made, seconded and put to vote, the amendment hereinafter set forth was submitted as a resolution for consideration and vote of the members; that said amendment to the Articles of Incorporation was adopted by a unanimous vote of the Stockholders at said meeting; that Article VI was amended as set forth in the Amendment to Articles of Incorporation marked Exhibit "A", attached hereto and made a part hereof.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of the corporation this 11th day of August, 1965.

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WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

Ernest Butler
ERNEST BUTLER

W. J. Elliot
W. J. ELLIOT

Ted Larrabee
TED LARRABEE

Directors

Ernest Butler
ERNEST BUTLER, President

Ted Larrabee
TED LARRABEE, Secretary-
Treasurer

(CORPORATE SEAL)

Subscribed and sworn to before me this 11th day of August, 1965.

(SEAL)

William J. Dee
Notary Public in and for
the State of Idaho;
Residing at Grangeville,
therein.