

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

DON R. LAVOIE DISTRIBUTING, INC.

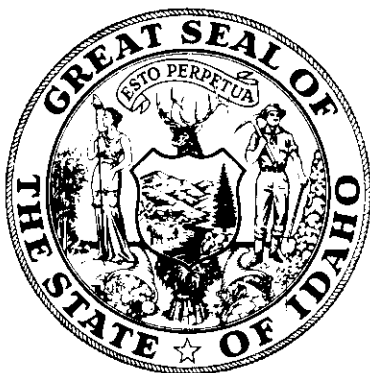
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CENTENNIAL DISTRIBUTING, 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 May 25, 19 90



Pete T. Cenarrusa

SECRETARY OF STATE

M. J. Mineman
Corporation Clerk

ORIGINAL

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
DON R. LaVOIE DISTRIBUTING, INC.**

Pursuant to the provisions of Sections 30-1-59 and 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, as previously amended.

FIRST: The name of the corporation is **DON R. LaVOIE DISTRIBUTING, INC.**

SECOND: Effective on May 21, 1990, the shareholders of the corporation unanimously adopted and approved the amendment in their entirety of the Articles of Incorporation of Don R. LaVoie Distributing, Inc. as originally filed on June 29, 1984 and as thereafter amended on May 11, 1990. As permitted by Idaho Code § 30-1-59(a) the amendment, which (among other things) changes the name of the corporation and adds a new Article Eighth limiting the liability of the corporation's directors, is incorporated in Amended and Restated Articles of Incorporation of Centennial Distributing, Inc. attached hereto as **Exhibit "A"** and incorporated by reference herein.

THIRD: The number of shares of the corporation's \$5 par value common stock outstanding at the time of such adoption was 8,000; and the number of such shares entitled to vote thereon was 8,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class:</u>	<u>Number of Shares:</u>
Common (\$5 par value)	8,000

FIFTH: The number of shares voted for such amendment was 8,000; and the number of shares voted against such amendment was 0.

ARTICLES OF AMENDMENT - P. 1

5/18/90/s

DATED this 22 day of MAY, 1990.

DON R. LaVOIE DISTRIBUTING, INC.

By Mark T. Duvall
Mark T. Duvall, President

ATTEST:

By Charley D. Jones
Charley D. Jones, Secretary

VERIFICATION

STATE OF IDAHO)
 :SS.
County of Kootenai)

I, Georgiann Peck, a Notary Public, do hereby certify that on this 22 day of MAY, 1990, personally appeared before me MARK T. DUVALL, who, being by me first duly sworn, declared that he is the President of DON R. LaVOIE DISTRIBUTING, INC., that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

Georgiann Peck
Notary Public for Idaho
Residing at: Coeur d'Alene
My Commission Expires: 7-11-92

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CENTENNIAL DISTRIBUTING, INC.
(an Idaho corporation)**

The original Articles of Incorporation of DON R. LaVOIE DISTRIBUTING, INC. as filed on June 29, 1984 and as amended on May 11, 1990 are hereby further amended in their entirety (except as to name, capitalization and perpetual duration) pursuant to the Articles of Amendment to the Articles of Incorporation of Don R. LaVoie Distributing, Inc. ("Articles of Amendment") filed simultaneously herewith; and these Amended and Restated Articles of Incorporation of Centennial Distributing, Inc. correctly set forth the provisions of the Articles of Incorporation as previously amended and as further amended pursuant to the Articles of Amendment, and supersede the original Articles of Incorporation and all previous amendments thereto. These Amended and Restated Articles of Incorporation of Centennial Distributing, Inc. therefore amend and restate in their entirety the Articles of Incorporation of Don R. LaVoie Distributing, Inc.

FIRST

The name of the corporation is **CENTENNIAL DISTRIBUTING, INC.**

SECOND

The period of the corporation's duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock with \$5 par value.

FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided that no such amendment, alteration, change or repeal of Article Eighth shall be effective except upon

approval by the holders of two-thirds (2/3) of the outstanding stock. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of a majority of shareholders of the corporation's common stock.

SEVENTH

The number of directors which shall constitute the whole Board of Directors of the corporation shall be specified in its Bylaws. In the absence of a Bylaw provision, the number of directors shall be two (2). At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

EIGHTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. 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 this 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 this Article Eighth 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.

NINTH

The location of the registered office of this corporation is 601 N. Phillippi, P.O. Box 9367, Boise, Idaho 83707; and the name of the registered agent is Charley D. Jones.

DATED as of the 22 day of May, 1990.

CENTENNIAL DISTRIBUTING, INC.

By Mark T. Duvall President
Mark T. Duvall, President

ATTEST:

Charley D. Jones
Charley D. Jones, Secretary

STATE OF IDAHO)

County of Kootenai)

)
:SS
)

I, MARK T. DUVALL, being first duly sworn on oath, depose and say:

I am the President of CENTENNIAL DISTRIBUTING, INC., that I have read the within and foregoing Amended and Restated Articles of Incorporation, that I am familiar with the facts and statements set forth therein, and the same are true as I verily believe.

Mark T. Duvall
MARK T. DUVALL

SUBSCRIBED AND SWORN to before me on this 22 day of May, 1990.

Benjamin Leck
Notary Public for Idaho
Residing at Bozeman, Montana
My Commission Expires: 7-11-92