



CERTIFICATE OF AMENDMENT  
OF

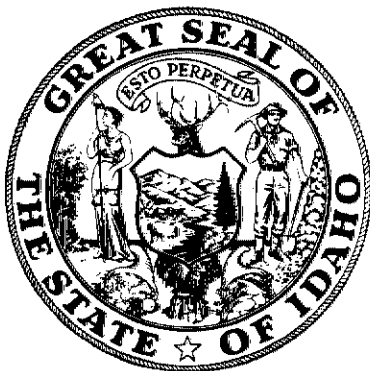
STEIN BROS., INC.

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 STEIN BROS., 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 December 23, 19 86.



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

'86 DEC 23 AM 10 19

STEIN BROS., INC.

SECRETARY OF  
STATE

Articles of Amendment to the Articles of Incorporation of Stein Bros., Inc. are herein executed by said corporation pursuant to the provisions of Idaho Code, 30-1-59 through 30-1-62, as follows:

1. The name of the corporation is STEIN BROS., INC.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

Article IV of the Articles of Incorporation of Stein Bros., Inc. is hereby amended by the deletion in its entirety of Article IV and the substitution of the following Article IV for said deleted Article IV:

The total aggregate number of shares which the corporation is authorized to issue is 400,000 consisting of the following:

- (a) 100,000 shares of voting common stock with a par value of \$.20 per share.
- (b) 300,000 shares non-voting common stock with a par value of \$.20 share; and
- (c) Such other classes and/or series of shares as the Board from time to time shall create.

The holders of voting common shares shall have one vote per share. None of the holders of any other shares shall have any right to vote for the election of Directors or as to any other matters of business to come before any meeting of Shareholders. Except with regard to the right to vote, the voting common shares and the non-voting common shares shall be identical in all respects. No holder of voting common shares shall have any right to cumulate his or her votes for any purpose.

3. The date of the adoption of said amendment by the shareholders of the corporation is December 18, 1986.

Hubert J. Stein and Charles A. Stein, respectfully the President and Secretary of Stein Bros., Inc., an Idaho corporation do hereby certify that by written action on December 18, 1986, all shareholders representing all of the capital stock of this corporation approved the aforementioned amendments to the Articles of Incorporation of said corporation by resolution.

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

Number of shares outstanding and entitled to vote	66,000 shares
For Amendment	66,000 shares
Against Amendment	0 shares

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

6. Attached hereto and incorporated by reference is a copy of the resolution authorizing the recapitalization of the common stock of this corporation. Please refer to this resolution for a statement of the manner in which the Articles of Amendment shall be effected.

7. The President and Secretary of this corporation are authorized and directed to make, execute and acknowledge this amendment to the Articles of Incorporation and to cause this amendment to the Articles of Incorporation to be filed for record with Secretary of State for the State of Idaho.

IN WITNESS WHEREOF, we have subscribed our names this 22 day of December, 1986.

  
HUBERT J. STEIN, President

  
CHARLES A. STEIN, Secretary


STATE OF IDAHO            )  
                                  ss  
County of Kootenai        )

HUBERT J. STEIN and CHARLES A. STEIN, being first duly sworn, on oath depose and say: that they are respectively the President and Secretary of Stein Bros., Inc., the Idaho corporation named in the foregoing Articles of Amendment; that said Articles of Amendment contain a true statement of the action of the Shareholders of said corporation, duly made as aforesaid; that said Articles of Amendment are executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

  
HUBERT J. STEIN, President

  
CHARLES A. STEIN, Secretary

Subscribed and sworn to before me this 22 day of December,  
1986.

  
Notary Public for Idaho  
Residing at Coeur d'Alene  
Lifetime Commission

JOINT WRITTEN ACTION BY  
DIRECTORS AND SHAREHOLDERS OF  
STEIN BROS., INC.

THE UNDERSIGNED, being all of the members of the Board of Directors and all of the shareholders of Stein Bros., Inc., an Idaho corporation, do hereby by this Joint Written Action, adopt the preambles and resolutions set forth below, waive all requirements of a meeting and notice thereof and instruct the Secretary of this corporation to file this Joint Written Action with the minutes of the corporation effective this 18th day of December, 1986:

I.

WHEREAS, this corporation presently has 66,000 shares of voting common stock issued and outstanding.

WHEREAS, the directors and the shareholders of this corporation believe that it is in the best interest of this corporation to remain, insofar as possible, a closely held family-controlled corporation and to this end they believe it is advisable for this corporation and its shareholders;

(1) To change the capital structure to include 100,000 shares of \$.20 par value voting common stock, and 300,000 shares of \$.20 par value non-voting common stock, and

(2) To require the substitution of \$.20 par value voting common stock for the presently outstanding \$1.00 par value voting common stock on a share for share basis.

(3) To authorize a distribution of shares of the new class of non-voting common to the existing shareholders of this corporation in the form of a stock dividend of four shares of non-voting common stock on each of the 66,000 shares of issued and outstanding voting common stock, and thereafter the existing shareholders shall be able to transfer to their children, from time to time, this corporation's voting common shares, as well as non-voting common shares, thereby providing for continuation of family ownership and the prospects for continued family management of this corporation.

BE IT FURTHER RESOLVED, that immediately upon the effectiveness of the Amendment to the Articles of Incorporation of this corporation adopted hereby 66,000 voting common shares of this corporation of the par value of \$.20 per share shall be deemed to be issued and outstanding in place of the presently outstanding 66,000 shares of voting common stock of this corporation of the par value of \$1.00.

BE IT FURTHER RESOLVED, that the Secretary of this corporation is instructed to prepare for the shareholders certificates representing the 66,000 shares of voting common stock of this corporation of the par value of \$.20 to be issued for their existing 66,000 shares of \$1.00 par value common stock of this corporation immediately after the effectiveness of the Amendment to the Articles of this corporation adopted hereby.

BE IT FURTHER RESOLVED that the Secretary of this corporation is instructed to deliver said newly prepared share certificates of this

corporation to the shareholders upon the surrender by them for cancellation of their existing outstanding share certificates representing the common shares of this corporation.

NOW, THEREFORE, BE IT RESOLVED, that the presently existing Articles of Incorporation of this corporation be, and they hereby are, amended as set forth in the attached Amendment to Articles of Incorporation, which is attached hereto and made a part hereof as Exhibit A subject to the satisfaction of the conditions set forth.

BE IT FURTHER RESOLVED, that the President and Secretary of this corporation are hereby authorized, empowered and directed to make and file a Certificate of Amendment to Articles of Incorporation with the Idaho Secretary of State.

WHEREAS, as described above, the directors and shareholders of this corporation believe that it is in the best interest of this corporation to declare a stock dividend of four shares of the newly authorized common non-voting stock on each share of issued and outstanding voting common stock.

BE IT RESOLVED, that effective upon the filing of the Amendment to Articles of Incorporation of this corporation adopted hereby, this corporation shall and hereby does declare a stock dividend on the outstanding voting common stock of this corporation, payable on and to the shareholders at the rate of four (4) shares of this corporation's non-voting common stock for every one share of this corporation's voting common stock then outstanding.

BE IT FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to sign and deliver to the shareholders certificates representing shares of the non-voting common shares of this corporation to reflect the stock dividend authorized hereby.

## II.

BE IT FURTHER RESOLVED, that the officers of this corporation are hereby further authorized and instructed to do all other acts and things necessary or in their sole discretion deemed advisable or convenient for the purpose of carrying out the preambles and resolutions adopted hereby.

### DIRECTORS

Hubert J. Stein  
Hubert J. Stein

Gus Z. Stein  
Gus Z. Stein

Charles A. Stein  
Charles A. Stein

Alfred E. Stein  
Alfred E. Stein

Larry Stein  
Larry Stein

### SHAREHOLDERS

Hubert J. Stein  
Hubert J. Stein

Gus Z. Stein  
Gus Z. Stein

Charles A. Stein  
Charles A. Stein

Alfred E. Stein  
Alfred E. Stein

EXHIBIT A

AMENDMENTS TO  
ARTICLES OF INCORPORATION OF  
STEIN BROS., INC.

"RESOLVED: that Article IV of the Articles of Incorporation of Stein Bros., Inc. is hereby amended by the deletion in its entirety of Article IV and the substitution of the following Article IV for said deleted Article IV:

The total aggregate number of shares which the corporation is authorized to issue is 400,000 consisting of the following:

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- (c) Such other classes and/or series of shares as the Board from time to time shall create.

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