

State of Idaho

Department of State

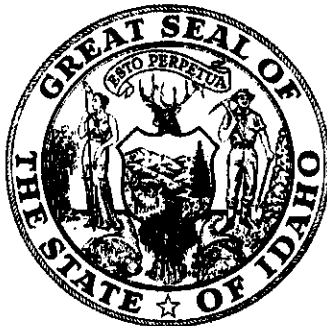
CERTIFICATE OF AMENDMENT OF

LEWIS-CLARK MEMORIAL GARDENS, 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 LARRABEE LAND COMPANY, 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.

January 17, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Greg J. Clark

Corporation Clerk

ARTICLES OF AMENDMENT
OF
LEWIS CLARK MEMORIAL GARDENS, INC.
(Name to be changed to LARRABEE LAND COMPANY, INC.)

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States of America, in order to amend the Articles of Incorporation of the corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is Lewis Clark Memorial Gardens, Inc.; which name shall be changed to Larrabee Land Company, Inc.

SECOND:

The original Articles of Incorporation shall be changed to include the following: Engage in all business activities relating to ownership and development of real property, including but not limited to ownership, management and development of real property and associated improvements, both within the state of Idaho and elsewhere, together with all other related business activities and the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

2.3 The total authorized shares of the corporation shall be increased to a single class of common voting stock in an

aggregate amount of one hundred thousand (100,000) shares, no par value, including all shares issued and outstanding as of the date of these Articles of Amendment.

2.4 Article VII shall be changed to read as follows: The number of directors shall not be less than two (2) nor more than seven (7), and the number, qualifications, terms of office, manner of election, time and place of meetings, and powers of Directors and their duties, shall be such as are prescribed by the Bylaws of this corporation.

THIRD.

The number of shares issued and outstanding, as of the date of amendment and entitled to vote thereon is in the amount of five hundred (500) shares. All 500 shares were represented in person at the aforesated combined special meeting of directors and shareholders wherein this subject Articles of Amendment were adopted. There are no other issued and outstanding shares of the corporation.

FOURTH.

The resolution to adopt these Articles of Amendment was passed by unanimous consent; said consent represented one hundred percent (100%) of the issued and outstanding shares of the corporation; there were no dissenting votes.

FIFTH:

These Articles of Amendment do not purport to exchange, reclassify or cancel any issued or outstanding share of stock of the corporation.

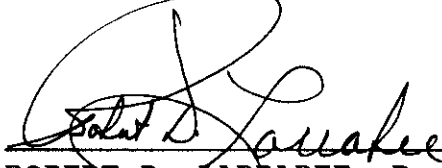
SIXTH:

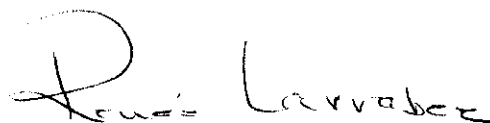
The date of adoption of amendment by the shareholders of the corporation of the resolution incorporating these Articles of Amendment was on December 12, 1991.

The location and post office address of the registered office of the corporation is 3521 7th Street, Lewiston, Idaho 83501, and the registered agent is Robert D. Larrabee.

We, the undersigned, for the purposes of amending a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston this 19th day of December, 1991.


ROBERT D. LARRABEE, President
Chairman of the Board


RENEE LARRABEE, Secretary and
Director

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Nez Perce)

I, Renee Larrabee, being first duly sworn on oath, deposes and states:

That the undersigned secretary of the corporation has read the foregoing Articles of Amendment and that the content of the same are true.

Renee Larrabee
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 19th day of December, 1991.

(Seal)

Becky L. Curtis
NOTARY PUBLIC, in and for the State of Idaho, residing at Lewiston, therein.

My Commission Expires: 6/27/97