



**CERTIFICATE OF AMENDMENT
OF**

SIMPLOT CONSTRUCTION, INC.

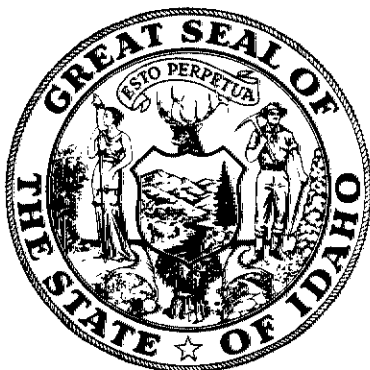
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

SIMPLOT CONSTRUCTION, 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 November 15, _____, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

W. J. Mansman

Corporation Clerk

Nov 15 4 14 PM '89

SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SIMPLOT CONSTRUCTION, INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

SIMPLOT CONSTRUCTION, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Shareholders on November 15, 1989 in the manner prescribed by Section 30-1-145 of the Idaho Business Corporation Act:

The Fourth Article of the Articles of Incorporation is amended to read:

"FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of non-assessable, common stock having no par value."

THIRD: The foregoing amendment was adopted by the shareholder of the corporation for the purpose of reclassifying all authorized par value shares, whether issued or unissued, into the same number of shares without par value.

FOURTH: The number of shares of the corporation outstanding at the time of such adoption was one (1), and the number of shares entitled to vote thereon was one (1).

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

<u>CLASS</u>	<u>SHARES</u>
Common	1


SIXTH: The number of shares voted for such amendment was one (1), by means of written consent, setting forth the action to be taken and signed by the shareholder entitled to vote with respect to the subject matter thereof.

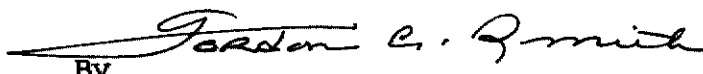
SEVENTH: The amendment reclassified 1,000 authorized shares of \$1,000 par value stock to 1,000 shares of no par value stock, thereby changing the stated capital of the corporation from \$1,000,000 to \$1,000, as defined by Section 30-1-2(j), Idaho Code.

DATED: November 15, 1989.

SIMPLOT CONSTRUCTION, INC.


ATTEST:

By 
RONALD N. GRAVES
Secretary

By 
GORDON C. SMITH
President

STATE OF IDAHO)
) ss.
County of Ada)

I, KELLINE EASON, a Notary Public, do hereby certify that on the 15th day of November, 1989, personally appeared before me, GORDON C. SMITH and RONALD N. GRAVES, the President and Secretary respectively, of SIMPLOT CONSTRUCTION, INC., who being first duly sworn, declared that they were the persons who signed the foregoing document on behalf of said corporation, as officers thereof, and that the statements therein contained are true.



NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
My Commission Expires: 10-13-92

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