

# State of Idaho

## Department of State

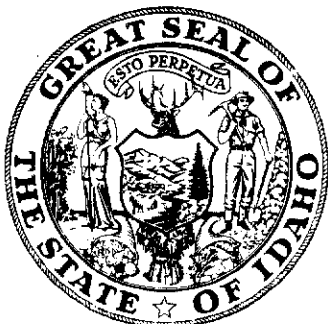
### CERTIFICATE OF AMENDMENT OF

QUINN-ROBBINS COMPANY, INC.  
File Number C 81952

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 QUINN-ROBBINS COMPANY, INC. duly executed 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 4, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Larry J. Clark*

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**QUINN-ROBBINS COMPANY, INC.**

DEC 4 2 43 PM '96  
SECRETARY OF STATE  
STATE OF IDAHO

These Second Amended and Restated Articles of Incorporation constitute the Articles of Incorporation of Quinn-Robbins Company, Inc.:

**ARTICLE 1  
NAME**

The name of the Corporation is Quinn-Robbins Company, Inc.

**ARTICLE 2  
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 3  
PURPOSES**

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

**ARTICLE 4  
AUTHORIZED SHARES**

The authorized capital stock of the Corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into five hundred (500) shares of One Hundred Dollars (\$100.00) par value each.

IDAHO SECRETARY OF STATE  
DATE 12/04/1996 0900 43933

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CX #: 34792 CUST#: 20522

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ARTICLES OF INCORPORATION - 1

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**ARTICLE 5**  
**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is Quinn-Robbins Company, Inc., 703 Americana Blvd., Boise, Idaho 83706, and the name of its registered agent at that office is James A. Quinn.

**ARTICLE 6**  
**BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be two (2) as specified in the Bylaws. The name and address of the persons serving as Directors until the next annual meeting of the shareholders and until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
James A. Quinn	6218 Butte Drive Boise, Idaho 83704
Maurice H. Quinn	4945 N. Hollow Lane Boise, Idaho 83702

**ARTICLE 7**  
**OFFICERS**

The Bylaws of the Corporation shall determine the number, title and powers of the officers of the Corporation.

**ARTICLE 8**  
**DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other present or future applicable law, no director of the Corporation shall be personally liable for monetary damages to the Corporation or its shareholders for any acts or omissions in the performance of the directors' duties. The exemption from personal liability set forth in this Article does not limit or eliminate the liability of directors for (a) breaches of the duty to loyalty to the Corporation or its shareholders, (b) acts or omissions not in good faith, involving intentional misconduct or knowing violations of law, (c) payments of unlawful dividends, stock purchases or redemptions as set forth in Idaho Code Section 30-1-48, and (d) transactions in which the directors receive improper personal benefit. No amendment to or repeal of this Article shall effect the liability or alleged liability of any director for acts or omissions of the director occurring prior to the

effective date of the amendment or repeal.

## ARTICLE 9 INDEMNIFICATION

Each person who is, was or had agreed to become a director or officer of the Corporation (including the heirs, executors, administrators or estate of the person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other present or future applicable law. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification that is greater or different than the indemnification provided in this Article. No amendment to or repeal of this Article shall effect the right to indemnification permitted or authorized by this Article regarding any acts or omissions occurring prior to the effective date of the amendment or repeal.

The Second Amended and Restated Articles of Incorporation correctly set forth all of the operative provisions of the Articles of Incorporation as previously amended, set forth without change the corresponding provisions of the Articles of Incorporation as previously adopted or amended, and supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

QUINN-ROBBINS COMPANY, INC.

Date: 11/13/, 1996

By: [Signature]  
Its President

Date: 11/13, 1996

By: [Signature]  
Its Secretary

SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION - 3