



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

NATIONAL AMERICAN ENTERPRISES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the *3rd* day of *March* 19 *78*, original articles of amendment, as provided by Section *30-146-148 Idaho Code*

Amendment restating articles of incorporation

and that the said articles of amendment contain the statement of facts required by law, and are *will be* /recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *3rd* day of *March*, A. D., 19 *78*.

Secretary of State

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF NATIONAL AMERICAN ENTERPRISES

In accordance with the laws of the State of Idaho and the Articles of Incorporation of National American Enterprises, an Idaho Corporation, the Articles of Incorporation of said Corporation, upon the certifications made herein, are hereby amended to include the following articles:

ARTICLE XI

Powers

The corporation may exercise any power, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Idaho. In addition to the powers set forth under the laws of Idaho, the corporation shall have the following specific powers:

1. To act as an agent for any individual, association, partnership (both limited and general), corporation or other legal entity.
2. To receive, acquire, hold, exercise rights arising out of the ownership or possession of shares or other interests in, or obligations of, individuals, associations, partnerships (both general and limited), corporations, or governments and to sell or otherwise dispose of the same.
3. To purchase or otherwise acquire, on behalf of the corporation, shares of the corporation's own capital stock without the consent or approval of shareholders. Purchase of such shares may be made to the extent of the unreserved and unrestricted earned surplus of the corporation available therefore, or to the extent of the corporation's unreserved and unrestricted capital surplus available therefore, as the Board of Directors may elect, provided, however, that no purchase of or payment for the corporation's capital stock shall be made by the corporation at a time when the corporation is insolvent or when such purchase or payment therefore would render the corporation insolvent.
4. A voluntary sale, lease or exchange of all of the assets of the corporation may be made by the Board of Directors upon such terms and conditions as they may deem expedient, at any time while the corporation is able to meet its liabilities when matured, provided that such action shall become effective when approved by a vote of the holders of the majority of the voting power of all shareholders of the corporation.
5. The foregoing clauses shall be construed both as purposes and powers, but no recitation, declaration, expression or declaration of specific, general or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that all other lawful powers not inconsistent therewith and not herein expressly prohibited are hereby included.

ARTICLE XII

Meetings of Shareholders

Except as may be otherwise specifically provided by the laws of the State of Idaho or may be otherwise provided by these Articles of Incorporation, that number of shares that shall be in attendance at any annual or special meeting of shareholders, either in person or by proxy, shall constitute a quorum at any meeting of shareholders for the transaction of business.

ARTICLE XIII

Amendment of Articles

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and

in the manner prescribed by the laws of the State of Idaho, provided that such amendment shall become effective when approved by a vote of the holders of a majority of the voting power of all shareholders of the corporation.

ARTICLE XIV

By-Laws

The Board of Directors shall have the power to alter, amend, or repeal By-Laws of the corporation, or to adopt new By-Laws. Such powers shall be vested in the Board of Directors except as may otherwise be specifically provided by the laws of the State of Idaho or by the By-Laws of this corporation.

ARTICLE XV

Incentive Options and Plans

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered to establish bonus, profit-sharing, stock options, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and employees, officers and directors of any subsidiary corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plan or plans and the amount of their respective participation. For the implementation of this provision shares of the common stock authorized by these Articles of Incorporation may, in the discretion of the Board of Directors, be issued as bonuses, profit sharing or stock options, or as a dividend upon the common stock of the corporation or as direct compensation.

ARTICLE XVI

Officers and Directors Transactions

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that a director of the corporation has a direct or indirect interest, pecuniary or otherwise in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval or ratification of the stockholders.

CERTIFICATION

THIS IS TO CERTIFY, that National American Enterprises, an Idaho Corporation, pursuant to the laws of the State of Idaho and under its corporate seal and under the hand of its President and Secretary, the Board of Directors of said Corporation at a duly called meeting of said Board of Directors, unanimously adopted a resolution to amend the Articles of Incorporation of National American Enterprises, by including therein the foregoing Articles of Amendment. In addition to the resolution adopted that the Articles of Incorporation be amended by including therein the foregoing amendments, the Board of Directors of said company also adopt a resolution that such proposed amendments be submitted to the shareholders of the company for their approval at a special meeting of shareholders called for this purpose, which meeting was set to be held on December 28, 1977, at the Cache County Court House, 160 North Main Street, Logan, Utah.

THIS IS TO FURTHER CERTIFY, that due and regular notice was given to all shareholders of record of said National American Enterprises for the holding of a special meeting of shareholders in accordance with the resolution of the Board of Directors of said company and that thereafter said meeting was held on the 28th day of December, 1977, at said time and place in Logan, Utah and that at said meeting it was determined that there was not a quorum of shareholders present for the purposes of acting upon the proposal to amend the Articles of Incorporation whereupon said meeting was adjourned until the 31st day of January, 1978, at the hour of 10:00 a.m. in Salt Lake City, Utah and that at said adjourned meeting shareholders representing 1,403,375 shares of the outstanding stock of the Corporation were present in person and by proxy. That on said date, National American Enterprises had a total of 1,976,507 shares of its capital stock issued and outstanding, all of which was entitled to vote for or against amending the Articles of Incorporation. That at said meeting the foregoing Articles of Amendment were adopted as follows:

	Shares Voting "For"	Shares Voting "Against"
Article XI, "Powers"	1,388,605	14,270
Article XII, "Meetings of Shareholders"	1,385,475	17,400
Article XIII, "Amendment of Articles"	1,392,875	10,000
Article XIV, "By-Laws"	1,365,315	36,560
Article XV, "Incentive Options and Plans"	1,332,584	70,295
Article XVI, "Officers and Directors Transactions"	1,383,605	19,270

IN WITNESS WHEREOF, National American Enterprises has caused its duly authorized President and Secretary to execute this instrument and affix the corporate seal thereto on the 27th day of FEBRUARY, 1978.

ATTEST:

NATIONAL AMERICAN ENTERPRISES

By

L. M. Chatwin
Secretary

By

E. J. Knudson, Jr.
E. J. KNUDSON, JR., President

STATE OF UTAH)
) ss.
County of Salt Lake)

On this the 27th day of February, 1978, personally appeared before me, E. J. Knudson, Jr. and Linda Chatwin, known to me to be the President and Secretary, respectively, of National American Enterprises and that they are acquainted with the seal of said Corporation and that the seal affixed to this instrument is the Seal of said Company; and that the signatures affixed to said instrument were made by them as such officers of said Corporation freely and voluntarily for the uses and purposes herein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this the 27th day of February, 1978.

Rebecca Thatcher
Notary Public
Residing Salt Lake City, Utah

My Commission Expires:

9-24-80