

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

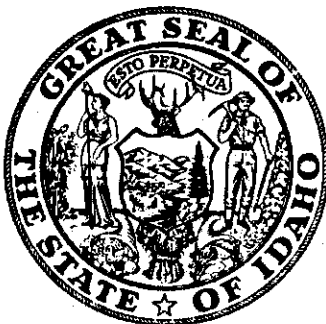
THE HIGHLANDS, INC.

File Number C 27802

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 THE HIGHLANDS, 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: September 20, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

SEP 20 3 55 PM '94
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE HIGHLANDS, INC.

SEP 15 4 42 PM '94
SECRETARY OF STATE

THE UNDERSIGNED, RICHARD B. SMITH, duly elected President of The Highlands, Inc., and FREDERICK R. BAGLEY, duly elected Secretary of The Highlands, Inc., submit these Articles of Amendment to the Articles of Incorporation of The Highlands, Inc., and verify that the amendments have been approved by the shareholders of The Highlands, Inc. in accordance with the provisions of the Idaho Business Corporation Act.

ARTICLE I

The name of the corporation is The Highlands, Inc.

ARTICLE II

Amendments so adopted by shareholders of The Highlands, Inc. are as follows:
(1) the original Articles of Incorporation of The Highlands, Inc., as previously amended, are hereby repealed in their entirety; and (2) in place thereof, the Restated Articles of Incorporation attached hereto are adopted in their entirety.

ARTICLE III

The shareholders adopted the above amendments on August 30, 1994, by unanimous consent of all shareholders.

ARTICLE IV

The Highlands, Inc. has 74 shares outstanding, all of one class, and all of which are entitled to vote on the amendments.

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ARTICLE V

Seventy-four shares, constituting all of the shares entitled to vote for such amendments, voted unanimously for the amendments, all of the shares being of one class.

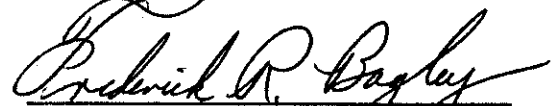
ARTICLE VI

The amendments provide for an exchange and cancellation of issued shares, which exchange and cancellation is as follows: All treasury stock of the corporation shall permanently be retired. For each outstanding share of stock of the corporation, the shareholders shall receive 10 shares of new stock in complete cancellation and redemption of their current outstanding shares. Such exchange shall be effected immediately upon the Secretary of State's filing of these Articles of Amendment.

ARTICLE VII


The amendments effect a change in the amount of stated capital. Before the amendments, The Highlands, Inc. had a stated capital of \$14,800, consisting of 148 authorized shares of \$100 par value stock. After the amendments, The Highlands, Inc. will have a stated capital of \$1,000,000, consisting of 1,000 authorized shares of \$1,000 par value stock.


RICHARD B. SMITH, President
The Highlands, Inc.


FREDERICK R. BAGLEY, Secretary
The Highlands, Inc.

VERIFICATION


The undersigned, FREDERICK R. BAGLEY, being the duly elected Secretary of The Highlands, Inc., an Idaho corporation, hereby verifies that the above Articles of Amendment to Articles of Incorporation of The Highlands, Inc. was unanimously adopted by the shareholders of The Highlands, Inc. in accordance with the provisions of the Idaho Business Corporation Act on the 30th day of August, 1994.


FREDERICK R. BAGLEY, Secretary
The Highlands, Inc.

STATE OF IDAHO)
 : ss.
County of Ada)

On this 30th day of August, 1994, before me, a Notary Public in and for said State, personally appeared **FREDERICK R. BAGLEY**, who, being by me first duly sworn, declared that he is the Secretary of The Highlands, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have signed and sealed this instrument the day and year first above written.


Notary Public for Idaho
Residing at Boise, Idaho
My Commission expires: 7-8-00

RESTATED ARTICLES OF INCORPORATION

OF

THE HIGHLANDS, INC.

SEP 20 3 55 PM '94

SECRETARY OF STATE

THE UNDERSIGNED, constituting all of the Shareholders of the Corporation, adopt the following Restated Articles of Incorporation for such Corporation in accordance with the provisions of the Idaho Business Corporation Act.

FIRST

The name of the corporation is THE HIGHLANDS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the Corporation is organized is for the transaction of any or all lawful business for which the Corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the Corporation shall have authority to issue is 1,000, with a par value of \$1,000 per share.

FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the registered office of the Corporation is 2417 Bogus Basin Road, Boise, Idaho, and the name of its initial registered agent at such address is Richard B. Smith.

SEVENTH

The number of directors constituting the Board of Directors is four (4), and the names and addresses of the persons who are to serve until the next meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Richard B. Smith	668 Hearthstone Drive Boise, Idaho 83702
June W. Smith	668 Hearthstone Drive Boise, Idaho 83702
Frederick R. Bagley	6922 McMullen Boise, Idaho 83709
Betty L. Bagley	6922 McMullen Boise, Idaho 83709

EIGHTH

The names and addresses of the incorporators are as follows:

Charlotte M. Pehike	Boise, Idaho
Rae Jean Doherty	Boise, Idaho
Betty German	Boise, Idaho

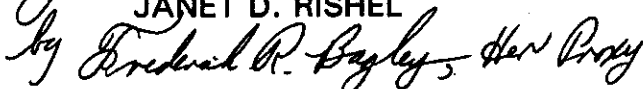
NINTH



The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by vote of the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of August, 1994.


RICHARD B. SMITH


JANET D. RISHEL


by Frederick R. Bagley, Her Proxy


FREDERICK R. BAGLEY

BETTY L. BAGLEY