

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, **GEO. H. CURTIS**, 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

SCHAEFER HITCHCOCK COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Second** day of **November** 194 **4**,

original articles of amendment, as provided by Section 29-145 and 29-146, Idaho Code Annotated, amending Article Six of the Articles of Incorporation to provide that the authorized capital stock shall be \$410,000.00, divided into 4,100 shares of the par value of \$100.00 each,

and that the said articles of amendment contain the statement of facts required by law, and are recorded in ^{on Film Roll} ~~Book~~ No. **30** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the articles of incorporation have been amended to decrease the capital stock to \$410,000.00, divided into 4,100 shares of the par value of \$100.00 each.

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 **Second** day
of **November**, in the year of our Lord
one thousand nine hundred forty-four,
and of the Independence of the United States of
America the One Hundred sixty-ninth.

Secretary of State.

Amtd. "c"

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF SCHAEFER-
HITCHCOCK COMPANY.**

The undersigned J. E. Schaefer, President, and Beecher Hitchcock, Secretary, of the Board of Directors of the Schaefer-Hitchcock Company, a corporation, duly organized and existing under and by virtue of the laws of the State of Idaho, do hereby certify, as follows:

1. That on the 26th day of October, 1944 at a meeting of the Board of Directors of the said corporation held at the office of the corporation at Sandpoint, Idaho all directors being present, by unanimous vote of directors of said corporation Article Six of the Articles of Incorporation of Schaefer-Hitchcock Company, an Idaho corporation, was amended to read as follows to-wit: /

ARTICLE SIX:

That the amount of the capital stock of this corporation shall be \$410,000.00 divided into 4,100 shares of the par value of \$100.00 each.

The said \$410,000.00 par value of said stock to be divided into stock of the following amounts and of the following classes, with voting power preferences and restrictions granted to or imposed upon the shares of each class as follows:

Seven hundred and fifty (750) shares of the par value of \$100.00 each of common stock which stock shall have full voting power.

Seven hundred and fifty (750) shares of the par value of \$100.00 each of Class "A" common stock. / This stock shall have full voting power and shall in every respect be on an equal footing with the Common Stock, sharing alike with it in Dividends, in Voting Power, and in all other rights and responsibilities, save and except that in the event of the dissolution of said corporation, or the sale of its merchandise and plant, the holders of said Class "A" Common Stock, shall be paid the par value of their shares, before anything shall be paid to the holders of Common Stock.

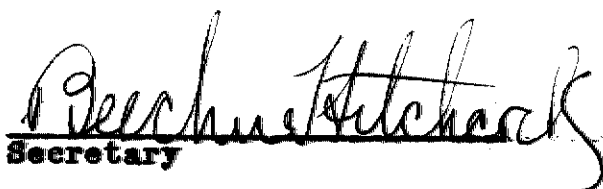
Two thousand six hundred (2,600) shares of the par value of \$100.00 each preferred stock possessing the following preferences and restriction to-wit: /

Amtd. "c" - Schaefer Hitchcock ①

The holders of preferred stock shall be entitled to receive for each fiscal year out of the net earnings of the Company preferential cumulative dividends at the rate of 6 per cent per annum payable semi-annually on the first day of January and the first day of July in each year. The Board of Directors of the corporation may in their discretion declare dividends during any fiscal year on the common stock and upon the Class "A" common stock but no such dividends shall be declared on the common stock or Class "A" common stock unless all cumulative dividends for previous years and all accrued interest, if any, for the current year on preferred stock shall have been set apart or paid. The dividends on said preferred stock shall be cumulative from date of issue so that if in any year dividends amounting to 6 per cent per annum shall not be paid on said preferred stock the deficiency shall be a charge upon the net earnings of the Company until paid. The holders of the preferred stock shall in case of liquidation or dissolution of the Company be paid in full the par value of their preferred shares and the dividends accumulated and unpaid thereon before any amounts shall be paid to the holders of the common stock or Class "A" common stock.

The preferred stock shall not be entitled to any voting power whatsoever. It shall be redeemable at any time that the Directors of the Company shall determine either in whole or in part upon payment of its par value plus any accumulated dividends due thereon.

2. That all of the stock holders of said corporation representing 100 per cent of all of the stock in said corporation of every kind and description have heretofore petitioned in writing that said Article Six of said Articles of Incorporation be amended in accordance with the foregoing Article Six as set forth herein and that said written petition ~~over~~ the signature of all of the stock holders of said corporation are of record herein in the minute book of said corporation.


Secretary


President

STATE OF IDAHO,)
 ;
County of Bonner.)

J. E. Schaefer and Beecher Hitchcock, being each first duly sworn on oath depose and say:

THAT the said J. E. Schaefer now is and for many years last past has been the President of Schaefer-Hitchcock Company, a corporation, and as such President presided at the meeting of the Board of Directors of said corporation held on the 26th day of October, 1944, at the office of the Company at Sandpoint, Idaho, and that the said Beecher Hitchcock now is and for many years last past has been the Secretary of said corporation and as such Secretary prepared the minutes of the meeting of the Board of Directors of said corporation held on the 26th day of October, 1944, and that the above and foregoing certificate as to the proceedings of said meeting is true and correct as appears from the minutes of said meeting in the record books of said corporation.

J. E. Schaefer
Beecher Hitchcock

Subscribed and sworn to before me this 30th day of October, 1944.

(S E A L)

Ernest E. Hume
Notary Public for Idaho,
Residing at Sandpoint, Idaho