

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

**B. F. C. & ASSOCIATES BUSINESS GROUP, 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 \_\_\_\_\_

~~BETTER BOISE REAL ESTATE CORPORATION~~

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 \_\_\_\_\_ **October 29** , 19 **84** .



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Sam J. Clark*  
Corporation Clerk

94 OCT 29 PM 3 44

AMENDED  
ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
C. & ASSOCIATES BUSINESS GROUP, INC.

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KNOWN TO ALL MEN BY THESE PRESENTS :

THAT I/WE, THE UNDERSIGNED INCORPORATORS, BEING OF APROPRIATE AUTHORITY  
PUSUINT TO THE ORIGINAL ARTICLES OF INCORPORATION & ID CODE #30-1-59 , DO  
HEREBY & HEREIN SUBMIT THE FOLLOWING AMENDED ARTICLES OF INCORPORATION FOR  
THE BENEFIT OF & ON THE BEHALF OF THE ABOVE NAMED CORPORATION (INCORPORATED  
UNDER & PUSUINT TO THE STATE LAWS OF IDAHO ) FOR THE PURPOSE OF COMPLYING  
WITH A RECENTLY ADOPTED RESLUTION TO EFFECT SAME AS FOLLOWS & DO HEREBY CE-  
RTIFY TO SAME AS FOLLOWS:

PREAMBLE

THE PURPOSE FOR AMENDING THE ARTICLE OF INCORPORATION OF THE FORGOING CORPOR-  
ATION SHALL SPECIFICALLY INCLUDE, BUT NOT EXCLUSIVELY LIMITED TO THE FOLLOWING:

A. AMEND TO EFFECT :

1. THE CHANGE OF CORPORATE NAME TO :

BETTER BOISE REAL ESTATE CORPORATION .

2. THE EMPOWERING OF THE BOUND OF DIRECTORS TO ISSUE CORPORATE BONDS TO  
FINANCE OR RE-FINANCE ANY PROIDJECT (PAST, PRESENT OR FUTURE) SUBJECT  
TO ANY APPLICABLE CORPORATE BYLAWS & THE LAWS OF THE LAND.

3. THE SPECIFIC DENIAL OF ANY ONE OR MORE SHAREHOLDER PRE-EMTIVE RIGHT  
TO PURCHASE ALL OTHER STOCK OF ANY CLASS, INCLUDING TREASURY STOCK,  
EXCEPT AS MAY BE SPECIFICALLY AUTHORIZED BY THE BOUND OF DIRECTORS  
RELEVANT TO ANY SPECIFIC INSTANCE THAT MAY OCCURE.

4. THE GENERAL BROADENING OF CORPORATE POWERS FOR THE SAKE OF INCREASED  
AGILITY TO MEET CORPORATE NEEDS AS THEY OCCURE , AND CHANGE THE REG-  
ISTEND ADRESS OF THE COMPANY & ITS REGISTERED AGENTS ADRESS.

B. AMEND TO COMPLY WITH THE RESOLUTION ADOPTED BY THE SOLE INCORPORATOR(PU-  
RSUINT TO IDAHO CODE # 30-1-58 through 30-1-63) AS OF OCTOBER 1, 1984 OF  
WHICH SAID PARTS OF THE RESOLUTION HAVE BEEN SET FORTH IN THE FOREGOING  
PREAMBLE PURSUINT TO IDAHO CODE 30-1-61..

AMENDED  
ARTICLES OF INCORPORATION  
(CONTINUED)

A R T I C L E  
( I )

THE NAME OF THIS CORPORATION AS AMENDED SHALL BE;  
BETTER BOISE REAL ESTATE CORPORATION

ARTICLE II

THE EXISTENCE OF THIS CORPORATION SHALL REMAIN PERPETUAL.

ARTICLE III

THE PRINCIPAL OFFICE OR PLACE OF BUSINESS OF THIS CORPORATION AS AMENDED SHALL BE 2350 STAR LANE, MERIDIAN, IDAHO 83642 WITH CORRESPONDENCE GOING TO P. O. BOX 7382, BOISE ID 83707, BUT THE CORPORATION MAY MAINTAIN OFFICES IN SUCH TOWNS, CITIES, OR PLACES INSIDE OR OUTSIDE THE STATE OF IDAHO AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE TO BE APPROPRIATE, OR AS MAY BE DESIGNATED BY THE BY-LAWS OF SAID CORPORATION. THE PRINCIPAL AGENT SHALL REMAIN ROBERT CALLAHAN, UNTIL CONTRARY NOTICE.

ARTICLE IV

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS TO INCLUDE THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE LAWS OF THE STATE OF IDAHO.

ARTICLE V

THE TOTAL AMOUNT OF CAPITOL STOCK OF THIS CORPORATION, AS AMENDED, SHALL NOW BE THE SUM OF FOUR BILLION DOLLARS (4,000,000,000.00), AND THE TOTAL NUMBER OF SHARES REPRESENTING SAME SHALL BE TWO HUNDRED MILLION SHARES HAVING EACH A PAR VALUE OF TWENTY DOLLARS (\$20.00). OF THIS TOTAL CAPITOL STOCK, ONE HUNDRED MILLION SHARES (100,000,000.00) OF THE AGREGATE VALUE OF TWO BILLION DOLLARS (\$2,000,000,000.00) IS AND SHALL BE OF THE PREFERRED CLASS OF STOCK AND STYLED AS PER THE SAME, AND ONE HUNDRED SHARES ~~(\$100,000,000.00)~~ OF THE AGREGATE VALUE OF TWO BILLION DOLLARS (\$2,000,000,000.00) IS AND SHALL BE OF THE COMMON STOCK CLASS OF STOCK AND SHALL BE STYLED AS PER THE SAME.

THE FOLLOWING ARE THE RIGHTS, PRIVILAGES AND CONDITIONS AS SHALL ATTACH TO EACH OF THE FOLLOWING CLASSES (EACH CLASSES SECTION IS DEFINED BY NAME, PLUS ANY OTHER APPLICABLE NOTES):

A. NOTICE - **AS OF THE DATE** THAT THIS IS FILED, THE FOLLOWING TWO CLASSES OF SHARES AND ANY **SUBSEQUET** CLASS(ES) WHICH MAY BE CREATED, ALTERED, OR DETRACTED ARE HEREIN & HEREBY SPECIFICALLY DENIED ANY AND ALL PRE-EMPTIVE RIGHT('S) OF ANY **SHAREHOLD**ER TO PURCHASE ALL ISSUED; BUT NOT OUTSTANDING, ISSUED AND OUTSTANDING, **AUTHORIZED BUT UNISSUED**, OR TREASURY SHARES OF ANY KIND OR ANY COMBINATION THEREOF EXCEPT AS MAY BE PROVIDED FOR BY THE BOURD OF DIRECTORS SPECIFICALLY.

B. PREFERRED STOCK(SHARES):

THE HOLDERS OF PREFERRED STOCK SHALL BE ENTITLED TO RECIEVE IN EACH YEAR OUT OF THE SURPLUS NET PROFITS OF THE CORPORATION A **FIXED YEARLY** DIVIDEND OF EIGHT PERCENT (8%) PAYABLE AS MAY BE PROVIDED FOR BY THE BOURD OF DIRECTORS AND HENCE **ATHORIZED** BY SAID SAME, BEFORE ANY **DIVIDEND** SHALL BE SET APART OR PAID ON T-

AMENDED

ARTICLES OF INCORPORATION

(CONTINUED)

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**ARTICLE (V)B**  
(CONTINUED)

THE COMMON STOCK. THE DIVIDENDS UPON THE PREFERRED STOCK SHALL BE CUMULATIVE, SO THAT IF, IN ANY YEAR OR FOR ANY YEAR A DIVIDEND SHALL NOT BE PAID ON THE PREFERRED STOCK, THE DEFICIENCY SHALL BE CHARGED UPON THE NET EARNINGS OF THE CORPORATION, AND SHALL BE PAYABLE SUBSEQUENTLY, BEFORE ANY DIVIDEND SHALL BE SET APART AND DEEMED PAYABLE ON THE COMMON STOCK.

C. COMMON STOCK(SHARES):

DIVIDENDS ON THE COMMON STOCK, MAY ALSO BE DECLARED PAYABLE AS AUTHORIZED BY THE DIRECTORS OF THE GOVERNING BOARD, BUT ONLY OUT OF THE SURPLUS NET PROFITS OF THE CORPORATION FOR ANY FISCAL YEAR REMAINING AFTER THE PAYMENT OF THE FULL YEARLY DIVIDENDS ON THE PREFERRED STOCK FOR SUCH YEAR AS WELL AS ALL DIVIDENDS PREVIOUSLY ACCRUED AND REMAINING UNPAID THEREON. THE HOLDERS OF PREFERRED STOCK SHALL NOT BE ENTITLED TO ANY FURTHER DIVIDENDS OR SHARE OF THE PROFITS BEYOND THE CUMULATIVE YEARLY DIVIDEND OF EIGHT PERCENT (8%) ON THE PREFERRED STOCK, AND SHALL HAVE NONCUMULATIVE VOTING RIGHTS.

D. IN CASE OF LIQUIDATION; OR DISSOLUTION:

THE HOLDERS OF PREFERRED SHARES SHALL BE ENTITLED TO BE PAID IN FULL THE PAR VALUE OF THEIR SHARES AND THE ACCRUED DIVIDEND CHARGE OF THEIR SHARES BEFORE ANY AMOUNT SHALL BE PAID TO THE HOLDERS OF COMMON STOCK. BUT, ON ANY SUCH LIQUIDATION OR DISSOLUTION AFTER THE PAYMENT TO THE HOLDERS OF COMMON STOCK OF ITS PAR VALUE, THE REMAINING ASSETS AND FUNDS SHALL BE PAID PRORATA TO THE OF BOTH CLASSES OF CAPITAL STOCK.

E. VOTING RIGHTS OF PREFERRED STOCK IN THE EVENT OF DIVIDEND PAYMENT DEFAULT ARE AS FOLLOWS:

THE HOLDERS OF PREFERRED STOCK SHALL NOT BE ENTITLED TO VOTE AT MEETINGS OF THE STOCKHOLDERS SO LONG AS DIVIDENDS ON PREFERRED STOCK ARE PAID; BUT IN CASE OF DEFAULT FOR TWO (2) CONSECUTIVE DIVIDEND PERIODS, IN THE PAYMENT OF SUCH DIVIDENDS, THEN THE HOLDERS OF PREFERRED STOCK SHALL HAVE VOTING RIGHTS EQUAL TO THOSE OF THE COMMON CLASS OF STOCK HOLDERS.

F. PURSUANT TO LAW, THE FOLLOWING STATEMENT OF DISCLOSURE IS MADE: AT THE TIME OF FILING THESE AMENDED ARTICLES, THERE HAS NOT BEEN AN ISSUANCE OF STOCK OF ANY KIND, AND THE AMENDMENTS HEREIN CONTAINED ARE BEING FILED BY THE INCORPORATORS, AS PURSUANT TO LAW.

ARTICLE VI

THE MEMBERS OF THE GOVERNING BOARD OF THIS CORPORATION SHALL BE STYLED "DIRECTORS", AND THE BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN ONE (1), AND NOT MORE THAN SEVEN (7), OR AS AMENDED IN THE BY-LAWS OF THE CORPORATION OR OTHERWISE PROVIDED FOR.

ARTICLE VII

THE NAME OF THE ORIGINAL INCORPORATOR NOW SIGNING TO EFFECT THESE ARTICLES IS AS FOLLOWS:  
NAME : ROBERT F. CALLAHAN ADDRESS: (REFER TO NEW PRINCIPAL OFFICE).

AMENDED

ARTICLES OF INCORPORATION

(CONTINUED)

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ARTICLE IX

THIS ARTICLE SHALL BE IN SPECIFIC REFERENCE TO THE ORIGINAL ARTICLE IX AND HEREIN SHALL NOT BE AMENDED, BUT MAY AT A LATER TIME.

ARTICLE (X)-A

THE BOARD OF DIRECTORS SHALL HAVE AT THIER TOTAL DISCRESION, THE AUTHORITY TO TO INCURE DEBT OF ANY KIND, INCLUDING RATED OR UNRATED CORPORATE BONDS BUT NOT SOLELY LIMITED TO THEFFOREGOING TYPES OF DEBT.


ARTICLE (X)-B:THE REST OF THE ORIGINAL SH ALL REMAIN EFFECTIVE AS WRITTEN.

IN WITNESS WHEREOF, for the purpose of amending this corporation under the state laws of Idaho, we the the undersigned incorporators of the corporation, have executed these amended articles of incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1984.

  
ROBERT F. CALLAHAN

State of Idaho)  
                  )ss:  
County of Ada )

I, Marilyn A. Johnson, a notary public, do hereby certify that on this 29th day of October, 1984, personally appeared before me Robert F. Callahan who, being by me first duly sworn, declared that he is the president of R.F.C. & ASSOCIATES BUSINESS GROUP, INC., that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Kuna, Idaho  
My Commission expires 12/15/84.