

**FILED**  
JUN 22 AM 10:16  
**AMENDMENT TO ARTICLES OF INCORPORATION**  
**OF DIAMOND K, INC.**  
STATE OF IDAHO

98 JUN -1 PM 3:07  
SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the applicable provisions of the Revised Idaho Business Corporation Act, the undersigned corporation adopts the following amendment to its Articles of Incorporation.

**FIRST.** The name of the Corporation is Diamond K, Inc.

**SECOND.** The Articles of Incorporation are hereby amended by adding thereto a new Article XII which shall read as follows:

**ARTICLE XII**

**Restrictions on Transfer of Shares**

All transfers of the shares of stock of this Corporation are restricted and no such transfer of any share of stock of this Corporation may be made except in strict compliance with the terms of this article. In particular:

(a) Any transfer is prohibited and any proported transfer is void if the transferee is a person or class of persons whose ownership of said stock would jeopardize or terminate the Sub-Chapter "S" election under the Internal Revenue Code made by the Corporation's shareholders.

(b) Any transfer is prohibited and any proported transfer is void unless there has been prior unanimous written approval of the transfer obtained from all holders of stock of the Corporation.

The purposes of these restrictions on the transferability of the shares of the Corporation include, but are not limited to, the following:

(a) Ensuring that the election of Sub-Chapter "S" treatment under the Internal Revenue Code by the shareholders of the Corporation will not be terminated without the prior approval and consent of all of the shareholders of the Corporation.

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(b) To ensure that the current relatively few shareholders of the Corporation will be able to control who may participate in the Corporation's business.

(c) To ensure that the current relatively few shareholders of the Corporation who in the future wish to retire will be able to liquidate their investment without disrupting corporate affairs.

(d) To ensure that the estates of the currently relatively few shareholders, who die, will be able to liquidate the closely held shares and that the Internal Revenue Service will accept the liquidated value of the shares as their value for estate tax purposes.

**THIRD.** This Amendment was duly adopted by the Board of Directors of the Corporation by unanimous vote at a meeting of the board held on May 21, 1998.

**FOURTH.** This Amendment was duly adopted by unanimous vote of the Shareholders of the Corporation at a meeting held on May 21, 1998.\* See Below.

**FIFTH.** This Amendment does not amend any of the other Articles of the Articles of Incorporation which also remain in full force and effect.

Under penalty of perjury, I declare that this Amendment to Articles of Incorporation has been examined by me and is, to the best of my knowledge and belief, correct and complete.

DATED this 27 day of May, 1998.

Diamond K, Inc.

By Lynn Dixon  
Lynn Dixon, President

\* There is only one class of shares. Of this one class there were 10,000 shares entitled to vote on the amendment. 10,000 shares voted for the amendment and -0- shares voted against it.

STATE OF UTAH )

: ss.

COUNTY OF SALT LAKE )

On this 27 day of May, 1998, personally appeared before me, P. Lynn Dixon, the signer of the above instrument, who duly acknowledged to me that he executed the same.

My Commission Expires:



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**NOTARY PUBLIC**  
BRENDA J. WHITE  
311 S. State Str 460  
Salt Lake City, UT 84111  
My Commission Expires  
November 10, 1999  
**STATE OF UTAH**

Brenda J. White  
**NOTARY PUBLIC**

Residing at: Salt Lake City, UT