

Department of State.

**CERTIFICATE OF AMENDMENT
OF**

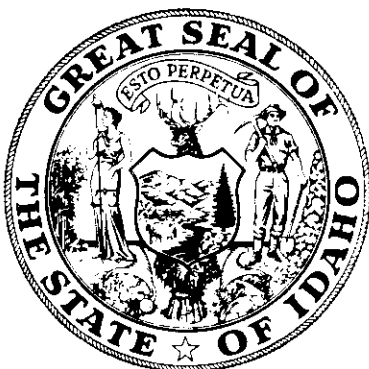
ROGERS MOTORS, INC.

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 ROGERS
MOTORS, 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 November 6, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
CLERK OF DISTRICT COURT
JUL 14 1985

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROGERS MOTORS, INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Rogers Motors, Inc.

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on October 29, 1985, in the manner prescribed by the Idaho Business Corporation Act:

ARTICLE V.

"CAPITAL STOCK: The amount of the capital stock of said corporation shall be Seven Hundred Fifty Thousand Dollars (\$750,000), divided into one thousand five hundred shares of par value of One Hundred Dollars (\$100) per share, with one vote to each share; and six thousand (6000) shares of preferred stock with a par value of One Hundred Dollars (\$100) per share, redeemable by the corporation at par upon a majority vote of the issued and outstanding shares. Preferred stock shall be entitled to a cumulative, preferred dividend of one percent (1%) over and above the prime lending rate of the First Security Bank of Idaho, N.A., as in effect on July 1st and January 1st of each year

hereafter, per annum, and shall be entitled to preference in the assets of the corporation over non-preferred shareholders upon voluntary or involuntary liquidation of the corporation. Holders of preferred stock shall not be entitled to voting rights.

"The corporation may redeem issued and outstanding stock of the corporation and, in the event of any redemption of shares of stock, the legal title to such shares of stock, when acquired, shall vest in the corporation and shall thereafter be subject to the control of the shareholders, who may make whatever disposition thereafter that they deem fit upon vote of the majority of all remaining shares, and that for the purpose of redemption of its stock the corporation may use, apply and commit any available funds, including commitment of funds by way of future earnings."

THIRD: The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was eight hundred thirty-four (834) shares of common stock and three thousand eight hundred forty-five (3845) shares of preferred stock, all of which were voted in favor of said amendment.


DATED October 29, 1985.

ROGERS MOTORS, INC.
an Idaho corporation

By:


RICHARD C. ROGERS, President

By:


LUKE G. WILLIAMS, Secretary

STATE OF IDAHO)
) ss.
County of NEZ PERCE)

I, ^{Phyllis WARD}~~REED CLEMENTS~~, a notary public, do hereby certify that on this 29th day of October, 1985, personally appeared before me RICHARD C. ROGERS and LUKE G. WILLIAMS, who, being by me first duly sworn, declared that they are the President and Secretary respectively of ROGERS MOTORS, INC., an Idaho corporation; that they signed the foregoing document as President and Secretary respectively of the corporation, and that the statements therein contained are true.

Phyllis Ward
Notary Public for Idaho
Residing at: Lewiston

My Commission Expires: ~~4/15/91~~
3/6/87

(S E A L)