

# State of Idaho

## Department of State

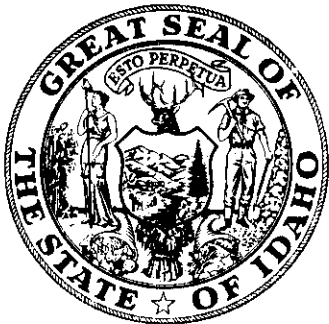
### CERTIFICATE OF AMENDMENT OF

BATEMAN-HALL, INC.  
File Number C 51491

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 BATEMAN-HALL, INC. duly executed 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: January 16, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Donna Herald*

JAN 16 10 27 AM '97  
GEORGE  
STATE OF IDAHO

**ARTICLES OF AMENDMENT**  
**to the**  
**ARTICLES OF INCORPORATION**  
**of**  
**BATEMAN-HALL, INC.**

Pursuant to the provisions of the Idaho Business Corporations Act (the "Act"), Bateman-Hall, Inc., an Idaho corporation (the "Corporation"), for the purpose of changing the provisions relating to the number of directors, adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the Corporation is Bateman-Hall, Inc.

**SECOND:** The following amendment to the Articles of Incorporation of the Corporation was adopted by the Board of Directors and approved by the Shareholders of the Corporation in the manner prescribed by Section 30-1-59 of the Act. Article VI is hereby amended in its entirety to read as follows:

**ARTICLE VI -- MANAGEMENT**

Management of this Corporation shall be vested in a Board of Directors currently comprised of three (3) directors. The number of directors may be increased or decreased as provided for in the Corporation's bylaws, as they may be amended from time to time.

**THIRD:** This amendment was adopted by the Shareholders of the Corporation on August 19, 1996.

**FOURTH:** The number of shares of the Corporation outstanding and entitled to vote on this amendment at the time of such adoption was one thousand one hundred sixty seven (1,167). Prior to the amendment, no shares of any class were entitled to vote as a class.

**FIFTH:** The number of shares voted in favor of such amendment was one thousand one hundred sixty seven (1,167). The number of shares voted against such amendment was zero.

**SIXTH:** No exchange, reclassification, or cancellation of issued shares of the Corporation is effected by this Amendment.

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**SEVENTH:** No change in the amount of stated capital of the Corporation is effected by this Amendment.

DATED this 26 day of Aug, 1996.

BATEMAN-HALL, INC., an Idaho corporation

By: 

KIM C. HALL, President

By: 

DAN MOON, Secretary

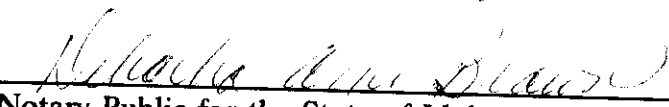
#### VERIFICATION

STATE OF IDAHO       )  
                              :  
County of Bonneville   )

KIM C. HALL, being duly sworn, deposes and says that he is the president of Bateman-Hall, Inc., that he has read the foregoing Articles of Amendment to the Articles of Incorporation, and that the foregoing Articles of Amendment to the Articles of Incorporation are true to the best of his knowledge, information, and belief.

  
KIM C. HALL

SUBSCRIBED AND SWORN to before me this 28<sup>th</sup> day of August, 1996.

  
Notary Public for the State of Idaho

Residing at Idaho Falls, ID

My Commission expires: 05/17/96