

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

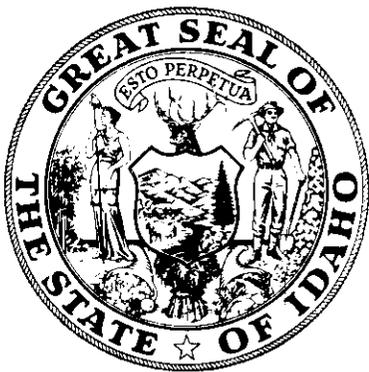
S/P INDUSTRIES, INC.

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 _____
S/P INDUSTRIES, 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 May 20, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

S/P INDUSTRIES, INC.

20 03

Articles of Amendment to the Articles of Incorporation of S/P INDUSTRIES, INC. are herein executed by said corporation pursuant to the provisions of Idaho Code, 30-1-59 through 30-1-62, as follows:

1. The name of the corporation is S/P INDUSTRIES, INC.

2. The amendment to the Articles of Incorporation of said corporation is as follows:

Article III of the Articles of Incorporation of S/P Industries, Inc., is hereby amended by the deletion in its entirety of Article III and the substitution of the following Article III for said deleted Article III:

ARTICLE III

PURPOSES

The purposes and objects of this corporation are as follows:

A. To operate a truck stop, and to do all things necessary and proper in the conduct of said service.

B. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors at any time, be necessary, useful, or advantageous to this corporation.

C. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation; provided that the money or property of this corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

2. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business with any individual, entity, firm, association, or corporation or with any governmental, municipal, or public authority (domestic or foreign).

5. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation and to enhance the value or render profitable any of its properties or rights.

6. To do any and all of the things set forth in this Article to the same extent a natural person might or could do and in any part of the work as principals, agents, contractors, trustees, or otherwise, either alone or in company of others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to exercise any power or to do any act which a corporation formed under the General Business Corporation's Act of the State of Idaho located in Title 30 of the Idaho Code or any amendment thereto or substitute therefore, may not at the time, lawfully carry on or do.

3. Article IV of the Articles of Incorporation of S/P Industries, Inc., is hereby amended by the deletion in its entirety of Article IV and the substitution of the following Article IV for said deleted Article IV:

The total aggregate number of shares which the corporation is authorized to issue is 5,000,000 consisting of the following:

a) 2,500,000 shares of voting common stock with a par value of \$1.00 per share;

b) 2,500,000 shares of non-voting common stock with a par value of \$1.00 per share; and

c) such other classes and/or series of shares as the corporation from time to time shall create.

The holders of voting common share shall have one (1) vote per share. None of the holders of any other shares shall have any right to vote for the election of Directors or as to any other matter of business to come before any meeting of Shareholder. Except with regard to the right to vote, the voting common shares and the non-voting common shares shall be identical in all respects. All of said voting and non-voting common stock shall be non-assessable, having equal powers, preferences and restrictions.

4. Article VI of the Articles of Incorporation of S/P Industries, Inc., is hereby amended by the deletion in its entirety of Article VI and the substitution of the following Article VI for said deleted Article VI:

ARTICLE VI

DIRECTORS

A. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall be at least one (1).

B. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

C. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer, or shareholder shall be liable to account to the corporation (by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership) for any profit or benefit realized by him through any such contract or transaction; provided, however, in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract

or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

D. Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purpose shall, insofar as permitted by law, be valid and binding as though ratified by every shareholder of the corporation.

E. The first directors of this corporation shall be three (3) in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Earl T. Siler	P.O. Box 89 Smelterville, ID 83868
Frank Peterson	Route 1 Box 371 Spokane, WA 99204
Bernadine F. Peterson	Route 1 Box 371 Spokane, WA 99204

The term of the first directors shall be until the first annual meeting of the shareholders of the corporation and until their successors are elected and qualified.

5. The following Article VIII was not apart of the original Articles of Incorporation of S/P Industries, Inc., and is hereby added to the Articles of Incorporation of S/P Industries, Inc.:

ARTICLE VIII

PREEMPTIVE RIGHTS

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the Board of Directors, to purchase shares of the same class authorized for sale by the corporation, in proportion to their respective holdings of shares of such class at a price to be fixed by the board of directors.

6. The following Article IX was not apart of the original Articles of Incorporation of S/P Industries, Inc., and is hereby added to the Articles of Incorporation of S/P Industries, Inc.:

ARTICLE IX

AMENDMENT; ALTERATION

The corporation reserves the right to amend, alter, change and repeal any provisions contained in these Articles of Incorporation by a majority vote of the number of outstanding shares of voting common stock at any regular meeting of shareholders or at any special meeting called for that purpose; and all rights conferred upon shareholders, are subject to this reservation.

7. The date of the adoption of said amendment by the shareholders of the corporation is 12th day of May, 1987.

Earl T. Siler and Frank Peterson, respectfully the President and Secretary of S/P Industries, Inc., an Idaho corporation do hereby certify that by written action on 12th day of May, 1987, all shareholders representing all of the capital stock of this corporation approved the aforementioned amendments to the Articles of Incorporation of said corporation by resolution.

8. The number of shares voting for and against said amendment, respectively, were as follows:

Number of shares outstanding and entitled to vote	175,000 shares
For Amendment	175,000 shares
Against Amendment	zero shares

9. The amendment does not effect a change in the amount of stated capital.

10. Attached hereto and incorporated by reference is a copy of the resolution authorizing the recapitalization of the common stock of this corporation. Please refer to this resolution for a statement of the manner in which the Articles of Amendment shall be effected.

11. The President and Secretary of this corporation are authorized and directed to make, execute and acknowledge this amendment to the Articles of Incorporation and to cause this amendment to the Articles of Incorporation to be filed for record with Secretary of State for the State of Idaho.

IN WITNESS WHEREOF, we have subscribed our names this _____
day of May 12, 1987.

Earl T. Siler
EARL T. SILER, President

Frank Peterson
FRANK PETERSON, Secretary

STATE OF IDAHO)
 ss
County of Kootenai)

EARL T. SILER and FRANK PETERSON, being first duly sworn, on oath depose and say: that they are respectively the President and Secretary of S/P Industries, Inc., the Idaho corporation named in the foregoing Articles of Amendment; that said Articles of Amendment contain a true statement of the action of the Shareholders of said corporation, duly made as aforesaid; that said Articles of Amendment are executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.



EARL T. SILER, President



FRANK PETERSON, Secretary

Subscribed and sworn to before me this 12th day of May, 1987.



Notary Public for Idaho
Residing at Coeur d'Alene
Lifetime Commission *expires 8/18/87*

JOINT WRITTEN ACTION BY
DIRECTORS AND SHAREHOLDERS OF
S/P INDUSTRIES, INC.

THE UNDERSIGNED, being all the members of the Board of Directors and all of the shareholders of S/P Industries, Inc., an Idaho corporation, do hereby by this Joint Written Action, adopt the preambles and resolutions set forth below, waive all requirements of a meeting and notice thereof and instruct the Secretary of this corporation to file this Joint Written Action with the minutes of the corporation effective this 12th day of May, 1987:

I

WHEREAS, this corporation presently has 5,000,000 shares of voting common stock authorized and 175,000 issued and outstanding.

WHEREAS, the directors and the shareholders of this corporation believe that it is in the best interest of this corporation to issue non voting common stock for the following business purposes: 1) one of the principal shareholders is assuming the economic risk and 2) for credit purposes, and to this end they believe it is advisable for this corporation and its shareholders to adopt the following "plan of reorganization".

1) To change the capital structure to include 2,500,000 shares of \$1.00 par value voting common stock and 2,500,000 shares of \$1.00 par value non-voting common stock;

2) to authorize a distribution of shares of the new class of non-voting common stock to the existing shareholders of this corporation. Earl T. Siler and Mildred A. Siler shall exchange their 50,000 shares each of voting common stock for 50,000 shares of non voting common stock of this Corporation. Earl T. Siler and Mildred A. Siler will be issued non voting common stock of this Corporation for any future capital contributions made to this Corporation; and

3) to authorize a distribution of voting common stock of this Corporation to Frank Peterson and Bernadine F. Peterson for any future capital contributions made by either to this Corporation.

BE IT FURTHER RESOLVED, that immediately upon the effectiveness of the Amendment of the Articles of Incorporation of this corporation adopted hereby 2,500,000 voting common shares of this corporation of the par value of \$1.00 per share shall be deemed

authorized 5,000,000 stock of this corporation of the par value of \$1.00 per share.

BE IT FURTHER RESOLVED, that the Secretary of this corporation is instructed to prepare for the shareholders certificates representing the 2,500,000 shares of voting common stock of this corporation of the par value of \$1.00 to be authorized and ready for issuance for the existing 5,000,000 shares of \$1.00 par value of common stock of this corporation immediately after the effectiveness of the amendment to the Articles of this corporation adopted hereby.

BE IT FURTHER RESOLVED, that the Secretary of this corporation is instructed to prepare for the shareholders certificates representing 2,500,000 shares of non-voting common stock of this corporation of the par value of \$1.00 to be ready for issuance immediately after the effectiveness of the Amendment to the Articles of Incorporation adopted hereby.

BE IT FURTHER RESOLVED, that the Secretary of this corporation is instructed to deliver said newly authorized share certificates of this corporation to the shareholders upon the exchange by the shareholders of capital assets to this corporation.

NOW, THEREFORE, BE IT RESOLVED, that the presently existing Articles of Incorporation of this corporation be, and they hereby are, amended as set forth in the attached Amendment to Articles of Incorporation, which is attached hereto and made a part hereof as Exhibit A subject to the satisfaction of the conditions set forth.

BE IT FURTHER RESOLVED, that the President and Secretary of this corporation are hereby authorized, empowered and directed to make and file a Certificate of Amendment to Articles of Incorporation with the Idaho Secretary of State.

II

BE IT FURTHER RESOLVED, that the officers of this corporation are hereby further authorized and instructed to do all other acts and things necessary or in their sole discretion deemed advisable or convenient for the purpose of carrying out the preambles and resolutions adopted hereby.

DIRECTORS

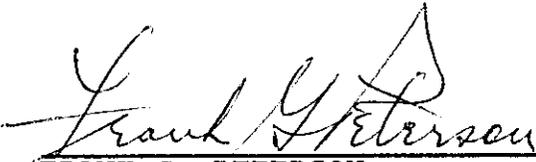
SHAREHOLDERS



EARL T. SILER



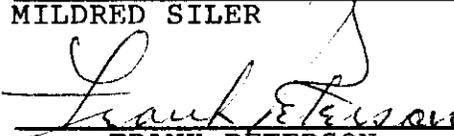
EARL T. SILER



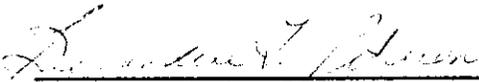
FRANK G. PETERSON



MILDRED SILER



FRANK PETERSON



BERNADINE F. PETERSON



BERNADINE F. PETERSON

EXHIBIT A
AMENDMENTS TO
ARTICLES OF INCORPORATION OF
S/P INDUSTRIES, INC.

"RESOLVED: that Article IV of the Articles of Incorporation of S/P INDUSTRIES, INC., is hereby amended by the deletion in its entirety of Article IV and the substitution of the following Article IV for said deleted Article IV:

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- b) 2,500,000 shares of non-voting common stock with a par value of \$1.00 per share; and
- c) such other classes and/or series of shares as the Board from time to time shall create.

The holders of voting common share shall have one (1) vote per share. None of the holders of any other shares shall have any right to vote for the election of Directors or as to any other matter of business to come before any meeting of Shareholder. Except with regard to the right to vote, the voting common shares and the non-voting common shares shall be identical in all respects.