

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

**PETE T. CENARRUSA**  
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of  
the corporation records of the State of Idaho, do hereby certify that the

**THE COEUR D'ALENES COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed  
in this office on the **twenty-second** day of **January** **19 71**,  
original articles of amendment, as provided by Sections **30-146 and 30-147, Idaho Code,**  
**increasing the authorized capital to 2,395,536 shares**

and that the said articles of amendment contain the statement of facts required by law, and are  
~~to be~~ recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been  
amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **22nd** day of **January**,  
A. D., **1971**.

Secretary of State

ARTICLES OF AMENDMENT  
OF  
THE COEUR D'ALENES COMPANY

Articles of Amendment of the Articles of Incorporation of The Coeur d'Alenes Company are herein executed by said corporation pursuant to the provisions of the laws of the State of Idaho (30-146 et seq Idaho Code).

1. The name of the corporation is THE COEUR D'ALENES COMPANY.

2. The amendment to the Articles of Incorporation of said corporation is as follows: By eliminating the existing Article VI of said Articles in its entirety and substituting therefor the following:

"VI.

That the capital stock of this corporation shall consist of (a) one million three hundred ninety-five thousand five hundred thirty-six (1,395,536) shares of Class A stock of the par value of One Dollar (\$1.00) per share; and (b) one million (1,000,000) shares of Class B Stock of the par value of One Dollar (\$1.00) per share. All shares of stock heretofore authorized, issued or outstanding shall be designated as Class B stock.

A statement of the relative rights, voting power, preferences and restrictions granted to or imposed upon the shares of each Class is as follows:

- (a) Voting Rights: Each share of Class A and each share of Class B stock shall be entitled to one vote.
- (b) Dividends: Dividends, if and when declared, shall be allocated equally among all shareholders.

- (c) Distribution in the Event of Liquidation:  
In the event of liquidation of the corporation in bankruptcy proceedings in any form, or its involuntary dissolution; or dissolution following a resolution for such dissolution adopted by a majority of the Board of Directors, the holders of Class A stock shall be entitled to receive One Dollar (\$1.00) for each share of stock held by them. From any sums remaining Class B shareholders shall be entitled to receive up to One Dollar (\$1.00) per share, and after payment of said One Dollar (\$1.00) per share to Class B shareholders any remaining sums or property shall be distributed ratably among Class A and Class B shareholders, share and share alike.
- (d) Offering of Class A Shares: Class A shares shall be offered only in exchange for cancellation of unsecured indebtedness owing by The Coeur d'Alenes Company. No offering of such stock or right to subscribe thereto need be made to other shareholders.

3. The date of the adoption of said amendment by the shareholders of said corporation is January 16, 1970.

4. The number of shares outstanding of said corporation on January 16, 1970, was and is three hundred twenty-one thousand seven hundred sixty-seven (321,767), exclusive of two hundred seventy-one thousand four hundred twenty-two (271,422) treasury shares, and the number of shares entitled to vote on said amendment was three hundred twenty-one thousand seven hundred sixty-seven (321,767), all of which shares were common shares of a single class.

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

For amendment	222,021 shares
Against amendment	-0- shares

6. The amendment provides for the reclassification of shares so that existing shares shall be known as Class B shares and, in addition thereto, there shall be authorized one million three hundred ninety-five thousand five hundred thirty-six (1,395,536) shares of Class A stock. Existing shares shall be known as Class B shares from this date and Class A shares shall have a specific endorsement or designation imprinted thereon describing said shares as "Class A" shares.

7. The manner in which said amendment effects a change in the amount of stated capital of the corporation is as follows:

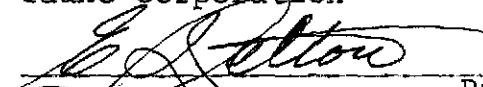
Number of Shares of Class A stock (par value \$1.00 per share)	1,395,536
Number of Shares of Class B stock (par value \$1.00 per share)	1,000,000

8. The amount of stated capital as changed by said amendment is increased from \$1,000,000.00 to \$2,395,536.00.

Dated January 21, 1971.


THE COEUR D'ALENES COMPANY  
an Idaho corporation

By



President

By



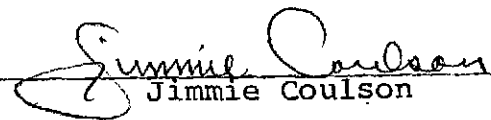
Secretary

STATE OF WASHINGTON, )  
County of Spokane. } ss.

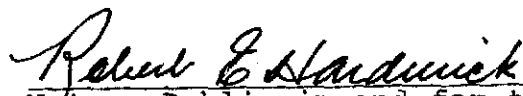
We, E. S. COTTON and JIMMIE COULSON, being each first duly sworn, on our oaths state:

That a special meeting of the shareholders of The Coeur d'Alenes Company was duly and regularly held on January 16, 1971, pursuant to written notice given to each shareholder of record as required by law; that the form of amendment proposed at said meeting was submitted pursuant to the resolution of the Board of Directors of said corporation, and that the holders of more than two-thirds (2/3) of the issued and outstanding shares of stock of said corporation voted in favor of said amendment.

  
E. S. Cotton

  
Jimmie Coulson

Subscribed and sworn to before me this 21<sup>st</sup> day of January, 1971.

  
Notary Public in and for the State  
of Washington, residing at Spokane