

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

HOLSTEN, INC.

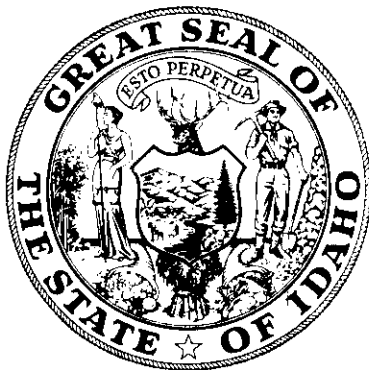
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

HOLSTEN, 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 February 6, 1980



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

60 DEC 5 AM 8 51

RESTATED ARTICLES OF INCORPORATION
WITH AMENDMENTS

OF

HOLSTEN, INC.

Pursuant to the provisions of the Idaho Business Corporation Act, as amended, the undersigned corporation hereby adopts the following Restated Articles of Incorporation with Amendments to supersede the "Certificate of Incorporation" dated the 28th day of November, 1979.

ONE: The following Restated Articles of Incorporation containing Amendments were adopted by all of the incorporators and Board of Directors of the corporation on the 28th day of November, 1979, in the manner prescribed by the Idaho Business Corporation Act, as amended, the laws of the State of Idaho, and the aforesaid "Certificate of Incorporation" of Holsten, Inc.:

ARTICLE I

The name of the corporation shall be HOLSTEN, INC.

ARTICLE II

The period of duration shall be perpetual.

ARTICLE III

The nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do: viz.

To own, purchase, sell, improve, equip, operate, manage, and carry on the business of farming, dairying, and all other businesses incident thereto or connected therewith.

To own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects above mentioned.

To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations, and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

To hire and employ agents, servants and employees and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in or

allowed under the statutes of the State of Idaho and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as such object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers of this corporation granted to it by its existence as provided in the Corporation Laws of the State of Idaho.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) SHARES at a par value of One Dollar (\$1.00) per share, making the aggregate par value of the total authorized shares at ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

The stock of the corporation shall be divided into common stock and preferred stock. There shall be EIGHTEEN THOUSAND (18,000) SHARES of common stock with voting rights of one vote for each share of common stock held. There shall be EIGHTY-TWO THOUSAND (82,000) SHARES of preferred stock, which preferred stock shall have no voting rights. In the event dividends are paid in any year, preferred

shares shall be entitled to receive a five percent (5%) per share additional dividend preference over common shares. There shall be no guaranteed right to dividends in any year nor any accrual thereof. Both common and preferred stock shall be non-assessable.

ARTICLE V

There are no provisions limiting or denying to shareholders a pre-emptive right to acquire additional or treasury shares of the corporation and shareholders are, in fact, entitled to said pre-emptive rights.

ARTICLE VI

The transfer of the stock of this corporation shall be subject to the following limitations, to-wit: No shares of stock of this corporation shall be transferred by any stockholder to any nonstockholder, unless such stockholder desiring to transfer the same shall first make a written offer to the secretary of the corporation itself, offering to sell said shares for a given price pursuant to specified terms. Such written offer shall be accepted in writing by the secretary of the corporation within ten (10) days of the date of said offer. In determining the date of such offer or the date of the acceptance thereof, the post-marked date on the envelope of mailing shall be controlling. In the event said offer to sell shall not be accepted within the ten (10) days by the corporation itself, then the same offer of sale of stock must be made to the remaining shareholders of the corporation in the same manner as above described. In the event said offer to sell shall be accepted by more than one remaining stockholder, then they shall be entitled to buy such offered shares for such offered price in the same proportions as the shares owned by them shall

bear to the total issued shares of the corporation, other than those shares being offered for sale or transfer, and if such proportions shall result in a fractional share, the stockholder entitled to purchase the major fraction thereof shall be entitled to purchase all of such share, but in the event two or more are equally entitled to purchase such a fractional share, then such stockholders so entitled to purchase shall determine purchase thereof by lot. In the event that said offer to sell shall not be accepted as herein provided, by either the corporation itself or one of the remaining stockholders, the offering stockholder shall be free to offer to sell said shares to any third person, but only for the price and upon the terms as stated in said offer to the corporation or the remaining stockholders.

ARTICLE VII

The officers of the corporation shall be a President, Vice-President, and a Secretary-Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be held. Each officer shall hold the office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign, or shall be removed by the Board of Directors for cause.

ARTICLE VIII

No contract or other transaction between this

corporation and any other corporation shall be affected by the fact that a member of the Board of Directors or officer of this corporation is interested in, or is a director or other officer of such corporation. Any member of the Board of Directors, individually or with others, may be a party to or may be interested in any transaction of this corporation or any transaction in which this corporation is interested. No contract, act or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any member of the Board of Directors of this corporation (a) is a party to or is interested in such contracts, act or transaction; or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become a member of the Board of Directors of this corporation is hereby relieved from liability that might otherwise obtain in the event such member of the Board of Directors contracts with this corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said member of the Board of Directors acts in good faith.

ARTICLE IX

The post office address of the initial registered office of the corporation is Star Route, Bancroft, Idaho, 83217, and the name of its initial registered agent at such address is Michael D. Holsten.

ARTICLE X

The number of directors of the corporation shall be fixed at three (3) but this number may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stock-

holders at an annual or special meeting as shall be provided in the by-laws.

At all elections for directors, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director, or may distribute them among the number to be voted for and any two or more of them as he may see fit. That is to say that there may be accumulative voting. In addition to the powers and authorities provided for by the by-laws or statutes, the directors are hereby empowered to exercise all such powers and to do all such things and acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the statutes of the State of Idaho or any other state in which said corporation may be operating.

ARTICLE XI

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and qualify are:

Mark C. Holsten
2254 Lincoln Lane
Salt Lake City, Utah 84117

Michael D. Holsten
Star Route
Bancroft, Idaho 83217

Richard C. Holsten
Star Route
Bancroft, Idaho 83217

ARTICLE XII

The names and addresses of the incorporators are and a statement of the number of shares subscribed by each and the class of shares for which each subscribes are as follows:

<u>Name and Address:</u>	<u>Number of Shares:</u>	<u>Class:</u>
Mark C. Holsten 2254 Lincoln Lane Salt Lake City, Utah 84117	2,250	Common
Michael D. Holsten Star Route Bancroft, Idaho 83217	2,250	Common
Richard C. Holsten Star Route Bancroft, Idaho 83217	2,250	Common

TWO: Each and every article has been amended. The foregoing Restated Articles of Incorporation with Amendments of Holsten, Inc. correctly set forth the provisions of the "Certificate of Incorporation" of said corporation dated the 28th day of November, 1979, as herein amended, and have been duly adopted as required by the corporation laws of the State of Idaho and supersede the original "Certificate of Incorporation" and all Amendments thereto.

THREE: No shares of the corporation have been issued and these Restated Articles of Incorporation with Amendments were adopted by the unanimous affirmative vote and Resolution of all the incorporators and directors, whose signatures appear herein below.

FOUR: Mark C. Holsten, an incorporator and director of this corporation, was authorized and directed to make and file this document as required by law setting forth the Restated Articles of Incorporation with Amendments as adopted by the incorporators and directors of this corporation as herein set forth.

IN WITNESS WHEREOF, we, all of the incorporators and directors of Holsten, Inc. have hereunto executed these Restated Articles of Incorporation with Amendments in duplicate, and Mark C. Holsten has verified the same, as required by the corporation laws of the State of Idaho this 31st day of January, 1980.

Mark C. Holsten
MARK C. HOLSTEN

Michael D. Holsten
MICHAEL D. HOLSTEN

Richard C. Holsten
RICHARD C. HOLSTEN

VERIFICATION

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, MARK C. HOLSTEN, being duly sworn do hereby state under oath, that I am an incorporator and director of Holsten, Inc., that the foregoing instrument was signed by each of the incorporators and directors on behalf of said corporation by authority of a resolution of its Board of Directors and that the statements contained therein are true and correct to the best of my knowledge and belief.

Mark C. Holsten
MARK C. HOLSTEN

On the 31st day of January, 1980, personally appeared before me MARK C. HOLSTEN who being by me duly sworn did state under oath that he was an incorporator and director of Holsten, Inc. and that the within and foregoing instrument was signed by each of the incorporators and directors of said corporation in behalf of the corporation by authority of a resolution of its Board of Directors and MARK C. HOLSTEN duly acknowledged to me that said corporation executed the same and that the statements contained therein were true and correct to the best of his knowledge and belief.

[Signature]
NOTARY PUBLIC
Residing in Salt Lake City, Utah

My Commission Expires:

MARCH 5, 1981