



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, 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

CAREY MERCANTILE CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **sixth** day of **March** 19 **74**,

original articles of amendment, as provided by Sections 30-146 and 30-147 & 30-150-151 & 30-152, Idaho Code, merging Data Center, Inc. and changing the corporate name to ADAMSON'S, INC., increasing the authorized capital stock and extending corporate existence

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 **6th** day of **March**, A. D., 19 **74**.

Secretary of State

ARTICLES OF AMENDMENT
OF
CAREY MERCANTILE CO.

At a meeting of the shareholders duly called upon notice of the specific purpose, of Carey Mercantile Co., an Idaho corporation, the shareholders approved the following Amendments of the Articles of the Corporation:

1. Change of Corporate Name. By a vote of the holders of a majority of the voting power of all shareholders, it was provided that the name of the corporation be changed from Carey Mercantile Co. to Adamson's, Inc.
2. Increase of Capitalization. By a vote of the holders of two-thirds of the voting power of all shareholders, it was provided that the capitalization of the corporation be changed to \$500,000.00, represented by 50,000 shares of stock of the par value of \$10.00 per share.
3. Change in the Rights of Holders of Shares of Stock. By a vote of the holders of two-thirds of the voting power of all shareholders, it was provided that as recapitalized, the shares of stock of the corporation shall be issued in the following classifications and numbers:

Class A - Voting Common Stock of the par value of \$10.00 per share - 5000 shares;

Class B - Non-Voting Common Stock of the par value of \$10.00 per share - 40,000 shares;

Class C - Non-Voting Common Callable Stock of the par value of \$10.00 per share - 5000 shares.

The previous number of shares of stock in the corporation was 20,000 shares of the par value of \$10.00

STATE OF IDAHO,)
(ss.
County of Twin Falls,)

On this 31st day of January, 1974, before me, a Notary Public of this State, appeared Robert D. Adamson known to me to be the President of Carey Mercantile Co., and Darwin M. Parke, known to me to be the Secretary of Carey Mercantile Co., who being first duly sworn, deposed and stated to me that the above and foregoing Articles of Amendment are the Articles of Amendment as adopted by the shareholders of Carey Mercantile Co., at a meeting called pursuant to 30-146, Idaho Code, for the purpose of amending the Articles of Incorporation of Carey Mercantile Co., and they further stated that the voting of the shareholders with regard to the questions posed as specified in the amended Articles of Incorporation was in the numbers there specified.

Robert D. Adamson Pres.

Darwin M. Parke Sec.

SUBSCRIBED and SWORN TO Before me this 31st day of
January, 1974.

Dearl Tolman

NOTARY PUBLIC

Residence: Carey, Idaho.

WESS, PIKE, BURTON AND CARLSON
ATTORNEYS AT LAW
BANK OF IDAHO BUILDING
BOX 33
TWIN FALLS, IDAHO 83401
PHONE 734-4430

AGREEMENT FOR MERGER OF CORPORATIONS.

IT IS AGREED This 31st day of January, 1974, by and between CAREY MERCANTILE CO., an Idaho corporation, acting through its Board of Directors, and DATA CENTER, INC., an Idaho corporation, acting through its Board of Directors, subject to the provisions of the Idaho law, particularly as they appear in Chapter 1 of Title 30 of the Idaho Code, as follows:

1. Recitals: The following facts are acknowledged by the parties and considered by them in the execution of this Agreement:

(a) Carey Mercantile Co. is a stock corporation, organized according to the laws of the State of Idaho, and currently licensed in the Office of the Secretary of State of the State of Idaho.

(b) Data Center, Inc. is a stock corporation, organized according to the laws of the State of Idaho, and currently licensed in the Office of the Secretary of State of the State of Idaho.

(c) It is the desire of the parties to cause a merger of the two corporations to hereinafter exist as one corporation, which corporation shall be Carey Mercantile Co., as it is operated under its new name as hereinafter provided.

(d) It is the purpose of this Agreement to achieve the merger of the two corporations specified.

2. Merger of Corporations: It is agreed that Carey Mercantile Co. and Data Center, Inc. shall be merged into one corporation, that corporation to be Carey Mercantile Co. and which corporation shall be redesignated as Adamson's, Inc.

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with the appropriate Amendment of the Articles of Carey Mercantile Co. , to provide for the name change to Adamson's, Inc.

3. Effect of Merger: Upon the approval of the Board of Directors of the corporations specified, ratified by the stockholders of the corporations specified, the effect of the merger shall be:
- (a) The two corporations specified shall become one corporation, that corporation to be Carey Mercantile Co., redesignated as Adamson's, Inc., as herein specified. Carey Mercantile Co. , as redesignated, shall survive the merger and shall become the one constituent corporation of the merger.
 - (b) The separate existence of the constituent corporations shall cease, provided that Carey Mercantile Co., redesignated Adamson's, Inc., the surviving corporation, shall continue in existence.
 - (c) The surviving corporation, Carey Mercantile Co., redesignated Adamson's, Inc., shall possess all of the rights, privileges and franchises possessed by each of the corporations merged.
 - (d) All of the property, real, personal and mixed, of each of the constituent corporations, and all debts due on whatever account to either of the constituent corporations, shall be taken and deemed to be transferred to the surviving corporation.
 - (e) The surviving corporation shall be responsible for all of the liabilities and obligations of each of the corporations merged, in the same manner as if the

surviving corporation had itself incurred such liabilities or obligations; but the liabilities of such constituent corporations or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof or of any persons dealing with such corporations be impaired by such merger.

3. Issuance of Stock upon Merger: Upon completion of the merger and its approval by the Board of Directors of each corporation and the shareholders of each corporation, the following acts shall be accomplished with regard to the issuance of stock of the surviving corporation:

(a) Carey Mercantile Co., , redesignated Adamson's, Inc., shall be recapitalized and the authorized shares of stock increased to fifty thousand shares at \$10.00 per share par value, in the following classes:

Class A - voting common, par value \$10.00 - 5000 shares;

Class B - non-voting common, par value \$10.00 - 40,000 shares;

Class C - non-voting common callable, par value \$10.00 - 5000 shares.

(b) Upon the recapitalization, shares of stock of Adamson's, Inc. (the redesignation of Carey Mercantile Co.) the surviving corporation, as follows:

(1) To the former shareholders of Carey Mercantile Co.:

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	Class A Voting Common	Class B Non-Voting Common	Class C Non-Voting Callable Common
Robert D. Adamson	534.5	4276.0	534.5
John T. Adamson	508.5	4068.0	508.5
Val K. Parke	250.0	2000.0	250.0
Darwin M. Parke	151.5	1212.0	151.5
Merlin A. Waddoups	101.5	812.0	101.5
Alton D. Patterson	40.0	320.0	40.0
T. Verd Murdock	<u>126.0</u>	<u>1008.0</u>	<u>126.0</u>
	1712 shares	13696 shares	1712 shares.

(2) To the former shareholders of Data Center, Inc.,
as follows:

	<u>Voting C</u>	<u>Non-Voting C</u>
Robert D. Adamson	217 shares	-0-
John T. Adamson	120 shares	-0-
Val K. Parke	120 shares	-0-
Darwin M. Parke	43 shares	-0-
Big O Tire Co.	-0-	500 shares.

(3) Additional shares shall be issued of Class C
stock to the following persons:

Robert D. Adamson	150 shares
John T. Adamson	150 shares
Val K. Parke	150 shares
Darwin M. Parke	150 shares.

4. Additional Terms of Agreement: The following additional
terms of agreement shall apply:

- (a) As previously specified, the surviving corporation
shall make application for the Amendment of its
Articles to achieve the following:

(1) Recapitalization in the amount of \$500,000.00, with 50,000 shares of stock of the par value of \$10.00 per share, to be divided into three classes as herein specified.

(2) Change of name of the corporation from Carey Mercantile Co. to Adamson's, Inc.

(b) These applications shall be immediately made and pursued through approval by the Secretary of State of the State of Idaho.

5. Approval of Agreement: This agreement shall be complete and binding upon all parties upon the following:

(a) Approval by the Board of Directors of each of the corporations, approving this agreement and its terms and conditions, the mode of carrying the same into effect, and the other details and provisions hereof, and by resolution shall direct the President and Secretary of the respective corporations to sign this agreement; and

(b) The shareholders of the corporations at a meeting thereof, duly called pursuant to the provisions of 30-152 (2), Idaho Code, shall approve the merger and the adoption of this agreement by a vote of the holders of two-thirds of the voting power of each corporation, upon which vote the Secretary of each corporation shall certify that it has been approved by the shareholders of each corporation and that the shareholders of each corporation have directed the President and Secretary of each corporation to sign this agreement.

(c) Upon approval in the manner provided above, the agreement shall be duly acknowledged and delivered to the Secretary of State for recording and thereafter the agreement shall be recorded in the Offices of the County Recorders of Twin Falls and Blaine Counties, Idaho.

(d) Upon completion of the steps specified above, the merger of the corporations shall be complete and this agreement shall be fully adopted and confirmed.

CAREY MERCANTILE CO.

By Robert D. Adams
President

Darwin M. Parks
Secretary

DATA CENTER, INC.

By Robert D. Adams
President

Darwin M. Parks
Secretary

STATE OF IDAHO,)
(ss.
County of Blaine,)

On this 31st day of January, 1974, personally appeared before me Robert D. Adamson and Darwin M. Parke, known to me to be the President and Secretary, respectively, of CAREY MERCANTILE CO. , the corporation that executed the within instrument, who duly acknowledged to me that they executed the same on behalf of said corporation.

Pearl Tolman
NOTARY PUBLIC
Residence: Carey, Idaho

STATE OF IDAHO,)
(ss.
County of Blaine,)

On this 31st day of January, 1974, personally appeared before me Robert D. Adamson and Darwin M. Parke, known to me to be the President and Secretary, respectively, of DATA CENTER, INC., the corporation that executed the within instrument, who duly acknowledged to me that they executed the same on behalf of said corporation.

Pearl Tolman
NOTARY PUBLIC
Residence: Carey, Idaho

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