



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

IONE MINING COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **2nd** day of **August** 19 **72**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code,** **anging the corporate name to SOUTHWESTERN FINANCIAL CORPORATION and mending articles II, III, VI, VIII, IX and X**

and that the said articles of amendment contain the statement of facts required by law, and are 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 **2nd** day of **August**, A. D., 19**72**.

Secretary of State

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

IONE MINING COMPANY,
an Idaho corporation

Pursuant to the provisions of the Idaho Code, the following Amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on June 20, 1972, in the manner prescribed by the Idaho Code:

FIRST: The name of the corporation is hereby changed to SOUTHWESTERN FINANCIAL CORPORATION.

SECOND: The Second Article of the Articles of Incorporation is hereby amended to read as follows:

The general nature of the business to be transacted and the purposes for which the corporation is organized are as follows:

(a) To engage in the general business of finance and investment, including but not limited to, engaging in all aspects of a general real estate business, purchasing, developing, sub-dividing and selling the same to acquire by purchase, lease or otherwise; to hold, own, deal in or otherwise manage and operate; to sell, transfer, rent, lease, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein as principal, agent or broker.

(b) To acquire by purchase, subscription, or otherwise, and receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of the capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences or indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges or ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(c) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, and the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation,

(d) To acquire by purchase, assignment, grant, license or otherwise, to apply for, secure, lease or in any manner obtain to develop, hold, own, use, exploit, operate, enjoy and introduce, to sell, assign, lease, mortgage, pledge, grant licenses and rights of all kinds in respect of, or otherwise dispose of to secure to it the payment for agreed royalties or other consideration, and generally to deal in and with and turn to account for any or all purposes, either for itself or as nominee or agent for others:

(1) Any and all inventions, devices, processes, discoveries and formulas, and improvements, and modifications thereof and rights and interests therein;

(2) Any and all letters patent or applications for letters patent of the United States of America or any other country, state, or locality or authority, and any and all rights, interests and privileges connected therewith or incidental or appertaining thereto;

(3) Any and all copyrights granted by the United States or any other country, state, locality or authority, and any and all rights, interests, and privileges connected therewith or appertaining thereto; and

(4) Any and all trademarks, trade names, trade symbols, labels, designs and other indicates of origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, locality or authority, connected therewith or incidental or appertaining thereto.

(e) To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(f) To loan to any person, firm or corporation any of its surplus funds, either with or without security.

(g) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(h) To enter into joint ventures and partnerships with individuals, associations, and/or other corporations.

(i) In general to do any and all things that are incidental and conducive to the attainment of any above object and purpose, to the same extent as natural persons might or could do, which now or thereafter may be authorized by the laws of the United States and the State of California, as the Board of Directors may deem to the advantage of the corporation.

THIRD: The Third Article of the Articles of Incorporation is hereby amended to read as follows:

The principal place of business of said corporation is Flying H Farms, Inc., Mountain Home, Idaho, and branch offices or places of business may be located or established by the corporation in such other places within or without the State of Idaho as the Board of Directors may decide upon and meetings of the Board of Directors may be held at such branch offices or places of business of the corporation and the business of the corporation transacted therein.

FOURTH: Article VI of the Articles of Incorporation, as amended, is hereby expanded as follows:

(a) Cumulative voting of shares shall not be permitted.

(b) Subject to limitations of applicable law, declared dividends may be paid wholly or in part in shares of the corporation or use of any treasury shares of the corporation.

FIFTH: The Eighth Article of the Articles of Incorporation is hereby adopted as follows:

Unless otherwise prohibited by law, in the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested

in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

SIXTH: The Ninth Article of the Articles of Incorporation is hereby adopted as follows:

The private property of the shareholders and subscribers to shares shall not be liable or subject to the debts or obligations of the corporation or its creditors and such holder of or subscriber to shares of the corporation shall likewise be under no obligation to said corporation or its creditors.

SEVENTH: The Tenth Article of the Articles of Incorporation is hereby adopted as follows:

The corporation shall indemnify any and all of its directors or officers or former officers or directors or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suits or proceedings in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or otherwise.

The number of shares of the corporation outstanding at the time of said adoption was 1,765,604 shares and the number of shares entitled to vote thereon was 1,765,604.

The number of shares voted for such amendments and each of them in person and by proxy was 1,188,928, and the number of shares voting against such amendments was 20,000.

The effective date hereof shall be the date of said shareholders meeting June 20, 1972.

DATED this 13th day of July, 1972.

IONE MINING COMPANY:

By: *Albert W. Seeburger*
ALBERT W. SEEBURGER, President

Billy J. Dendy
BILLY J. DENDY, Secretary

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

Subscribed and sworn to before me this 13th day of July, 1972.

Clark M. Jones
NOTARY PUBLIC
Residing at *Salt Lake City, Utah*

My Commission Expires:

July 10, 1974