



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

STATES INVESTMENT CORPORATION

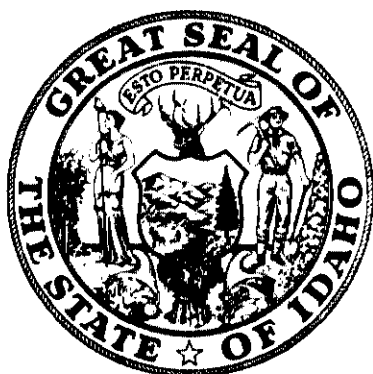
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

STATES INVESTMENT CORPORATION

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 April 4th, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

Apr 4 4 03 PM '80

SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
STATES INVESTMENT CORPORATION

THE UNDERSIGNED, being the President and Secretary, respectively, of STATES INVESTMENT CORPORATION, an Idaho corporation, do hereby certify that on May 30, 1979, the shareholders of said corporation by unanimous written consent adopted the following Resolution, amending the Articles of Incorporation of said corporation, effective as of May 1, 1979:

RESOLVED, That Article VII of the Articles of Incorporation of STATES INVESTMENT CORPORATION, as previously amended, is further amended to read as follows:

VII.

The capital stock of this corporation shall be divided into two classes, to-wit:

COMMON STOCK, consisting of TEN THOUSAND (10,000) shares, at no par value per share; and

PREFERRED STOCK, consisting of FOUR THOUSAND (4,000) shares, at \$1,000.00 par value per share, making an aggregate par value of Preferred Stock in the amount of FOUR MILLION DOLLARS (\$4,000,000.00).

The following rights, privileges, and conditions shall attach to the Preferred Stock:

1. In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to be paid in full both the par value of their shares and any accrued and unpaid dividends thereon, before any amount shall be paid to the holders of other stock, and after such payment to the holders of Preferred Stock, the remaining net assets of the corporation shall be divided and paid to the holders of the Common Stock.

2. The holders of Preferred Stock shall be entitled to receive dividends as follows:

a. A fixed Dividend in the amount of 4% of the par value of the Preferred Stock shall be earned during each fiscal year, commencing with the fiscal year beginning May 1, 1981. Such dividend shall be due and payable on the first day of the succeeding fiscal year, unless a different payment date be declared by the Board of Directors, but if not paid in full on the first day of such succeeding fiscal year, the amount thereof (or any unpaid portion of the total earned amount) shall be cumulated, and shall be a charge upon the future net earnings of the corporation.

b. A Variable Dividend shall also be payable during each fiscal year in an amount equal to twenty-five percent (25%) of the corporation's net earnings (computed in accordance with generally accepted accounting principles) during the immediately preceding fiscal year in excess of the total of \$200,000.00 plus the amount of fixed Dividend on Preferred Stock earned (whether or not paid) with respect to the Preferred Stock outstanding during said immediately preceding fiscal year. Such Variable Dividend shall be payable when and as declared by the Board of Directors. If by reason of the amount of net earnings during the immediately preceding fiscal year, the holders of Preferred Stock are entitled to receive a Variable Dividend, but the whole amount of such entitlement be not declared and paid by the Board of Directors during the fiscal year in which the same is payable, as hereinabove provided, the unpaid amount to which the holders of Preferred Stock were entitled shall be cumulated, and such deficiency shall be a charge upon the future net earnings of the corporation.

All current dividends payable to holders of Preferred Stock, and all unpaid cumulated dividends from prior years payable to holders of Preferred Stock, must be paid in full before any dividends shall be declared or paid upon the corporation's Common Stock. All dividends payable to holders of Preferred Stock shall be divided ratably among the said stockholders of Preferred Stock in proportion to the number of shares owned by each such holder.

3. The holders of the Preferred Stock shall not be entitled to any further dividend or share of profits beyond the amounts stated in Paragraph 2 above.

4. The corporation shall have the right from time to time, to purchase, redeem, retire, and cancel any or all of the outstanding Preferred Stock of the corporation after five (5) years following the date of original issuance thereof, upon ninety (90) days' written notice to the holder or holders thereof, in such manner and in such amounts as the Board of Directors may determine, by paying to the respective holders of the stock so retired, or by depositing to the order of said holders in the office of the corporation, a sum equal to the par value of the stock to be so retired, plus an amount equal to one percent (1%) of said par value for each year, or portion of a full year, since the date of issuance of the stock to be so retired, together with all currently accrued and unpaid cumulated previous dividends thereon, if any. In case of such deposit in the office of the corporation, written notice shall forthwith be given to the respective holders of the stock so retired, by mailing such notice to such holders at their last known address as shown by the records of the corporation. Effective immediately upon such payment being made or deposited in the office of the corporation, the Preferred Stock so retired shall be deemed cancelled, and the holder or holders thereof shall be obligated to surrender all certificates evidencing said stock, to the Secretary of the Corporation.

5. At any time after five (5) years following the date of original issuance thereof, any holder of the corporations outstanding Preferred Stock shall have the right to require that the corporation redeem all or any portion of the Preferred Stock owned by such stockholder, by payment in the amount of the aggregate par value of the shares of stock to be redeemed, plus the amount of all currently accrued and unpaid cumulated previous dividends thereon, if any, as of the date, the redemption payment is made by the corporation. Such redemption payment

6. To secure the corporation's performance of its obligation to redeem Preferred Stock, as set forth in Paragraph 5 above, the corporation hereby grants to all holders of said Preferred Stock a security interest in 19,000 shares of the Common Stock of ROYAL FORK BUFFET RESTAURANTS, INC., an Idaho corporation, which are presently owned by STATES INVESTMENT CORPORATION, and the corporation agrees that so long as said Preferred Stock remains outstanding it will not sell, transfer, pledge, or otherwise encumber said 19,000 shares of the Common Stock of ROYAL FORK BUFFET RESTAURANTS, INC. except upon the prior unanimous consent of all holders of said Preferred Stock.

7. Except upon the question of any amendments to the Articles of Incorporation which would affect the rights and privileges of the holders of Preferred Stock, the holders of the Preferred Stock shall not be entitled to vote at meetings of the stockholders of the corporation unless any one or more of the following eventualities shall have occurred:

a. No Variable Dividends have been earned upon the Preferred Stock, whether or not paid, during the preceding five (5) fiscal years; or

b. There exist at the time of the stockholders' meeting any cumulated and unpaid dividends upon the Preferred Stock, which have remained unpaid for more than three (3) years after the close of the fiscal year during which such dividends would have been payable, had the same not been cumulated; or

c. There exist at the time of the stockholders' meeting any one or more valid requests for redemption of Preferred Stock, with respect to which the redemption payment has not been paid within the six (6) month period of time allowed to the corporation for making such payment.

If the holders of the Preferred Stock are entitled to vote at any meeting of stockholders, each share of Preferred Stock shall have the same voting rights in all respects as each share of Common Stock. If holders of the Preferred Stock at any time become entitled to voting rights, as above provided, such voting rights shall continue only so long as the conditions above stated remain in existence.

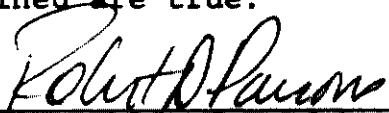
IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment in their official capacities this 18 day of March, 1980.


JERRY L. CAVEN, President


THELMA F. THOMPSON, Secretary

STATE OF IDAHO)
) ss
COUNTY OF ADA)

I, ROBERT D. PARSONS, a Notary Public, do hereby certify that on this 18th day of March, 1980, personally appeared before me JERRY L. CAVEN, who, being by me first duly sworn, declared that he is the President of States Investment Corporation, an Idaho corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: Life Time