

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

GEM STATE DISTRIBUTORS, INC.

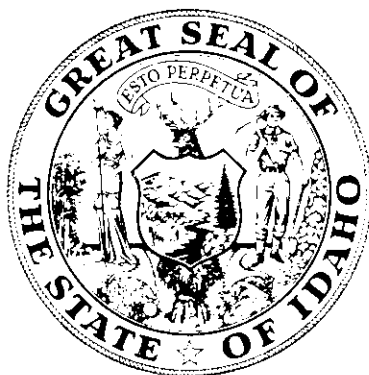
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

GEM STATE DISTRIBUTORS, 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 \_\_\_\_\_ July 5 \_\_\_\_\_, 19 20 \_\_\_\_\_



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## ARTICLES OF AMENDMENT

The undersigned, being all of the shareholders of Gem State Distributors, Inc. do herewith, pursuant to the Idaho Business Corporation Act § 30-1-61, adopt the following Articles of Amendment for the corporation.


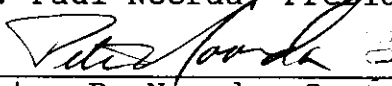
1. AMENDMENT ADOPTED. The amendment adopted changed the Articles of Incorporation to restate them in their entirety as set forth on the attached Exhibit "A".

2. DATE OF AMENDMENT. The amendment was adopted by the shareholders of the corporation on May 1, 1990.

3. NUMBER OF SHARES OUTSTANDING. The corporation has 125,000 shares of voting preferred stock authorized at a par value of \$1.00 per share, 25,000 shares of Class A voting common stock at a par value of \$1.00 per share and 20,000 share of Class B voting common stock at \$1.00 par per share. 112,275 shares of preferred stock, 18,463 shares of Class A common and 9,070 shares of Class B common are actually issued.

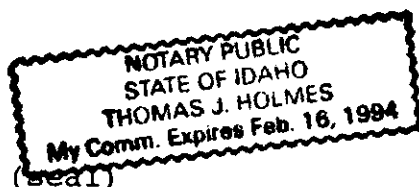
4. SHARES VOTED. All of the shares of stock issued were entitled to a vote on the amendment and the amendment passed by unanimous vote.

Executed in duplicate this 2 day of July, 1990.

  
D. Paul Noorda, President  
  
Peter R. Noorda, Secretary

STATE OF IDAHO     )  
                              :SS  
County of Bannock)

I, the undersigned, notary public, do hereby certify that on this 2 day of July, 1990, personally appeared D. Paul Noorda and Peter R. Noorda, who being by me first duly sworn, declared that they are the President and Secretary of Gem State Distributors, Inc. that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



NOTARY PUBLIC - STATE OF IDAHO  
Commission Expires: \_\_\_\_\_

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

Pursuant to Idaho Code § 30-1-64, the following are the Amended and Restated Articles of Incorporation of Gem State Distributors, Inc.:

1. NAME: The name of the corporation is Gem State Distributors, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. SHARES AUTHORIZED: The total authorized capital stock of the corporation shall be \$345,000.00, which shall be divided into three (3) separate and distinct classes as follows: (1) 125,000 shares of voting preferred stock at a par value of \$1.00 each; (2) 20,000 shares of Class A voting common stock at a par value of \$1.00 each; and (3) 20,000 shares of Class B non-voting common stock at a par value of \$10.00 each. The designations, preferences, privileges and voting powers of the shares of each class and restrictions and qualifications thereof shall be as follows:

A. Preferred Stock - \$1.00 Par Value - Voting.

1. Each holder of preferred stock which shall have a par value of \$1.00 per share, shall be entitled to one (1) vote for each share thereof held, to be voted in person or by written proxy at all annual or special meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions as shall be provided in these Articles, or the By-Laws of the corporation, or by law.

2. The preferred stock shall be entitled to first participate in the dividends of the corporation before participation by any holders of other classes of stock, to the extent of eight percent (8%) per year of the par value of such preferred stock. The preferred stock shall be entitled only to non-accumulative dividends and the declaration of dividends, if any, shall be determined in the absolute discretion of the Board of Directors and then only out of the surplus of the corporation which is legally available for the payment of dividends. The Board of Directors shall have the power from time-to-time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.

3. Upon the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of preferred stock shall first

be paid in full, in the amount of the par value of the preferred stock.

B. Class A Common Stock - \$1.00 Par Value - Voting.

1. Each holder of Class A Common Stock, which shall have a par value of \$1.00 per share, shall be entitled to one vote for each share thereof held, to be voted in person or by written proxy at all annual or special meetings of the stockholders, or on matters in which the stockholders are entitled to vote, under such terms and conditions as shall be provided in these articles, or by the By-Laws of the corporation, or by law.

2. Class A Common Stock shall be fully participating in all earnings and dividends of the corporation based on the par value of such stock as compared to the par value of Class B Common Stock. Subject to the rights of the Preferred Stock, such dividends as may be determined by the Board of Directors may be declared and paid on the Class A Common Stock from time to time out of the surplus of the corporation legally available for the payment of dividends. The dividends on each share of Class A Common Stock shall be one-tenth (1/10th) the dividends paid per share of Class B Common Stock, and dividends on both classes of stock shall be declared and paid on the same dates. The Board of Directors shall have the

power from time to time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.

3. Upon the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full, the amounts to which they shall be entitled, the remaining net assets of the corporation shall be distributed to the holders of the common stock, to the exclusion of the holders of the Preferred Stock, on the following basis: Each share of Class A Common Stock shall be entitled to receive one-tenth (1/10th) the distribution allocated to each share of Class B Common Stock, the remaining net assets being distributed based upon the par value of the common stock issued and outstanding.

C. Class B Common Stock - \$10.00 Par Value - Non-Voting.

1. No holder of Class B Common Stock, which shall have a par value of \$10.00 per share, shall be entitled to a vote on any corporate matter.

2. Class B Common Stock shall be fully participating in all earnings and dividends of the corporation based on the par value of such stock as compared to the par value of Class A Common Stock.

Subject to the rights of the Preferred stock, such

dividends as may be determined by the Board of Directors may be declared and paid on the Class B Common Stock from time to time out of the surplus of the corporation legally available for the payment of dividends. The dividends paid on each share of Class B Common Stock shall be ten (10) times the dividends paid per share of Class A Common Stock, and dividends on both classes of stock shall be declared and paid on the same dates. The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the corporation, and to direct and determine the use and disposition of any surplus of the corporation.

3. Upon the liquidation, dissolution and winding up of the corporation, whether voluntary or involuntary, and after the holders of the Preferred stock shall have been paid in full the amounts to which they shall be entitled, the remaining net assets of the corporation shall be distributed to the holders of the common stock, to the exclusion of the holders of the Preferred stock, on the following basis: Each share of Class B Common Stock shall be entitled to receive ten (10) times the share of such distribution as shall each share of Class A Common Stock, the remaining net assets being distribution pro rata based upon the par value of the common stock issued and outstanding.

5. PREEMPTIVE RIGHTS: Shareholders shall have preemptive

rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.

7. REGISTERED AGENT AND OFFICE: The registered agent is:  
D. Paul Noorda  
and the registered office :

350 Industrial Lane  
Pocatello, Idaho 83201

8. BOARD OF DIRECTORS: The Board of Directors shall consist of not less than four, nor more than seven individuals, which number shall be set by the corporation's By-Laws. The directors' names and addresses' as of the date of adoption of these Articles are:

NAME

ADDRESS

Donald E. Noorda

104 Valleyview  
Pocatello, Idaho 83201



Margaret R. Noorda

104 Valleyview  
Pocatello, Idaho 83201

D. Paul Noorda

11584 Buffalo Road  
Pocatello, Idaho 83201

Peter R. Noorda

2386 Gooding  
Pocatello, Idaho 83201

Joseph R. Noorda

483 Appaloosa  
Pocatello, Idaho 83201

9. INCORPORATORS: The names and addresses of the original incorporators were:

Donald E. Noorda

104 Valleyview  
Pocatello, Idaho

R. Don Bistline

Pocatello, Idaho

Louis Charney


Pocatello, Idaho

These restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended. These restated articles of incorporation supercede the original articles of incorporation and all amendments thereto.

DATED this 1 day of May, 1990.

GEM STATE DISTRIBUTORS, INC.

By:   
D. Paul Noorda, President

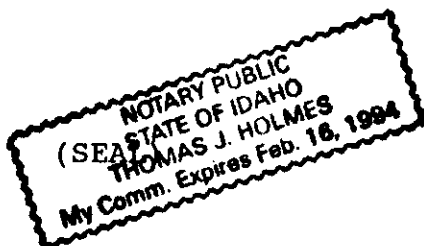
  
Peter R. Noorda, Secretary

STATE OF IDAHO     )  
                              :SS  
County of Bannock)

D. Paul Noorda, being first duly sworn on oath states: That he is the President; that he has read the foregoing Amended and Restated Articles of Incorporation and that the facts therein stated are true to the best of his knowledge and belief.

D. Paul Noorda  
D. Paul Noorda, President

SUBSCRIBED AND SWORN to before me this 1 day of  
May, 1990.



[Signature]  
NOTARY PUBLIC - STATE OF IDAHO  
Commission Expires: \_\_\_\_\_