

FILED/EFFECTIVE

SEP 11 3 51 PM '00

SECRETARY OF STATE

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF**

IDAHO TIMBER CORPORATION OF CARTHAGE, INC.

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation to the Secretary of State of the State of Idaho:

1. The name of the corporation is Idaho Timber Corporation of Carthage, Inc. (the "Company").
2. Article Eighth of the Articles of Incorporation of the Company is hereby amended to read in its entirety as follows:

"EIGHTH

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors. The number of directors constituting the board of directors shall initially consist of seven (7) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than ten (10). The following persons are named directors of this corporation to serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Larry Williams	5401 Kendall Boise, ID 83707
Marianne Williams	5401 Kendall Boise, ID 83707
Ted Ellis	5401 Kendall Boise, ID 83707
Mike Johnson	5401 Kendall Boise, ID 83707
George Karr	5401 Kendall Boise, ID 83707

IDAHO SECRETARY OF STATE

09/12/2000 09:00
CK: 39149 CT: 21288 DH: 347686

1 @ 30.00 = 30.00 AMEND PROF # 4

C101201

Jack Beverage

5401 Kendall
Boise, ID 83707

Bryant Rudd

5401 Kendall
Boise, ID 83707"

3. This amendment was approved by the Company's board of directors as of March 15, 2000.

4. As of the date of this Amendment, there were 84,881 shares of common stock outstanding and entitled to vote. This amendment was adopted by the unanimous written consent of all of the shareholders of the Company pursuant to Idaho Code Sections 30-1-1003 and 30-1-704, which consent is dated as of April 21, 2000. This amendment will be effective upon the filing of this certificate of amendment with the Office of the Secretary of State of the State of Idaho.

Dated this 24 day of April, 2000.



Bryant Rudd, Vice President