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State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

FORSGREN ASSOCIATES, P.A.

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 FORSGREN ASSOCIATES, P.A., changing the corporate name to FORSGREN ASSOCIATES, 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: March 31, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

FORSGREN ASSOCIATES, P.A.

RECEIVED
SEC. OF STATE

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We, the President and the Secretary of Forsgren Associates, P.A., do hereby certify as follows:

1. The present name of the corporation is Forsgren Associates, P.A.

2. These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of the corporation in their entirety to, among other things, change the name of the corporation, convert the corporation from a professional services corporation to a standard corporation and make such further amendments as set forth below. The Articles of Incorporation of the corporation are hereby amended and restated to read in full as follows:

"ARTICLE ONE

Name

The name of the corporation is Forsgren Associates, Inc.

ARTICLE TWO

Duration

The period duration of the corporation is perpetual.

ARTICLE THREE

Purpose

The purpose of the corporation is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR

Stock

A. The total number of shares of stock the corporation shall have authority to issue is fifty thousand (50,000) shares of common stock all of one class, with a par value of \$1.00 per share.

B. No shareholder shall have any preemptive right to acquire unissued or treasury shares of the corporation.

C. No shareholder shall have the right to cumulate votes, in whole or in part, for the election of directors of the corporation.

D. No shareholder shall have the right to enter into a voting trust agreement or any other type of agreement conferring upon any other person the right to vote or otherwise represent the shareholder's stock.

E. The issuance, sale, purchase and transfer of shares of stock of the corporation is restricted as set forth in the Amended and Restated Shareholders Agreement dated as of the 26th day of March, 1994, by and among the corporation and its shareholders, as amended from time to time in accordance with its terms (the "Shareholders Agreement"). All shareholders of the corporation shall be parties to, and subject to the terms of, the Shareholders Agreement. Only employees of the corporation may be shareholders in accordance with the terms of the Shareholders Agreement.

ARTICLE FIVE

Registered Office and Registered Agent

The address of the corporation's registered office in the State of Idaho is 350 North Second East, Rexburg, Idaho 83440. The name of the corporation's registered agent at such address is Clayter F. Forsgren.

ARTICLE SIX

Directors

The board of directors of the corporation shall consist of one or more directors and the names and addresses of the directors of the corporation until the next annual meeting of shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Robert N. Dahmer	2213 North Devon East Wenatchee, WA 98802
Clayter F. Forsgren	449 Rolling Hills Drive Rexburg, ID 83440
Vance B. Forsgren	530 Rolling Hills Drive Rexburg, ID 83440

Earl S. Kemp

1383 West Fairway Circle
Farmington, UT 84025

Clair Thueson

259 Mohawk Avenue
Rexburg, Idaho 83440"

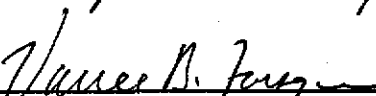
3. These Amended and Restated Articles of Incorporation were duly adopted by vote of the shareholders of the corporation on March 26, 1994.

4. At the time of adoption of these Amended and Restated Articles of Incorporation, there were twenty-four thousand five hundred ninety-eight (24,598) shares of common stock outstanding and entitled to vote thereon.

5. Twenty-three thousand nine hundred seventy-three (23,973) shares of common stock were voted in favor of these Restated and Amended Articles of Incorporation. Zero (0) shares of common stock were voted against these Amended and Restated Articles of Incorporation and 625 shares of common stock were not voted.

EXECUTED in duplicate on March 28, 1994.

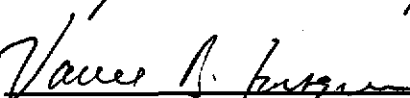

Clayter F. Forsgren, President


Vance B. Forsgren, Secretary

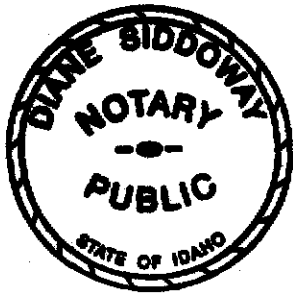
STATE OF IDAHO)
 : ss
County of Madison)

Clayter F. Forsgren and Vance B. Forsgren, being first duly sworn, depose and say that they are the President and Secretary, respectively of Forsgren Associates, P.A.; that they have read the foregoing Amended and Restated Articles of Incorporation and know the same to be true and correct; and that such Amended and Restated Articles of Incorporation have been duly and properly adopted by vote of the shareholders of the corporation.


Clayter F. Forsgren, President


Vance B. Forsgren, Secretary

SUBSCRIBED and sworn to before me this 28 day of March 1994.



Diane Siddoway
Notary Public for Idaho
Residing at: Redding, ID
My Commission Expires: Jan 20, 2000