

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

~~COMANCHE 58P CORPORATION~~

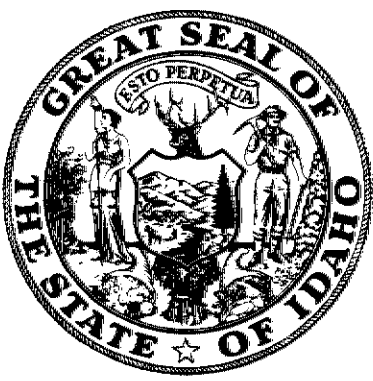
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that  
duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

COMANCHE 58P CORPORATION

duly signed and verified pursuant to the provisions of the Idaho Nonprofit 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 15, 19 92.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Ally I. Clark*  
Corporation Clerk

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

COMANCHE 58P CORPORATION

RECEIVED  
SEC. OF STATE

92 APR 15 AM 8 28

The sole surviving incorporator and director hereby adopts the following Amended and Restated Articles of Incorporation; Articles I and II are restated, Articles III through XIII are amended:

ARTICLE I

Name

The name of this corporation is Comanche 58P Corporation.

ARTICLE II

Duration

The period of its duration is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purposes of conducting any and all business activities which a corporation may conduct under applicable law.

ARTICLE IV

Authorized Capital Stock

This corporation is authorized to issue, in the aggregate, one hundred thousand (100,000) shares of a single class of common stock, with a par value of \$.01 per share.

ARTICLE V

Bylaws

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws of the corporation, which the director(s) are expressly authorized to make, alter and repeal.

ARTICLE VI

Dissolution

In the event of dissolution, the net assets of the corporation shall be distributed to its existing shareholders in proportion to their relative percentage of ownership.

ARTICLE VII  
Registered Agent

The address of the initial registered office of the corporation is 404 Bald Mountain Road, Ketchum, Idaho, 83340 and the name of its initial registered agent at that address is Larry Gullickson.

ARTICLE VIII  
Director Liability

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates applicable Idaho statutes pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

ARTICLE IX  
Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law; except that the corporation shall not indemnify a director against liability, damage or expense resulting from the director's gross negligence.

ARTICLE X  
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

ARTICLE XI  
Initial Directors

The initial Board of Directors of this corporation consists of two directors. The names and mailing addresses of such directors are as follows:

Bruce W. Hilyer	18410 - 16th N.W., Seattle, WA 98177
Rhonda L. Hilyer	18410 - 16th N.W., Seattle, WA 98177

These initial directors shall serve until the next annual meeting of shareholders or until the election and qualification of their successors. The number of directors constituting the

Board of Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation.

XII  
Other Provisions

A. Notice to Shareholders. The corporation shall give at least ten (10) days notice to all shareholders of the date, time and place of each annual and special shareholders meeting.

B. Removal of Directors. The shareholders of the corporation may remove one or more directors only for cause. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, only the shareholders may elect a director to fill the vacancy.

C. Amendment of Bylaws. The Board of Directors shall have the power to amend or repeal the corporation's Bylaws, or to adopt new Bylaws.

D. Sale or Mortgage of Assets in Regular Course of Business. The corporation may not (i) in the regular course of business, sell, lease, exchange or otherwise dispose of all or substantially all of its property, or (ii) mortgage, pledge, dedicate to the repayment of its indebtedness or otherwise encumber any or all of its property, whether or not in the usual and regular course of business, without the approval of sixty percent (60%) of the shares entitled to vote.

E. Certificates Required. The corporation shall not issue any of its shares without certificates.

F. Directors. No person shall be a director of the corporation who is not a shareholder of the corporation or who does not hold a community interest in the shares of another.

G. Notice of Directors Meetings. Regular meetings of the Board of Directors must be preceded by at least ten (10) days notice of the date, time and place of the meeting. Special meetings of the Board of Directors must be preceded by at least three (3) days notice of the date, time and place of the meeting. Notice of any regular or special meeting shall describe the purpose of the meeting.

H. Compensation of Directors. The shareholders shall have the sole power to fix the compensation of the directors.

I. Shareholders Meetings. Shareholders may participate in a meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting.

ARTICLE XIII  
Incorporator

The name and mailing address of the sole surviving incorporator is:

Bruce W. Hilyer  
18410 - 16th Ave. N.W.  
Seattle, WA 98177


DATED this 13 day of April, 1992.

  
\_\_\_\_\_  
BRUCE W. HILYER  
Sole Surviving Incorporator  
and Director

VERIFICATION

STATE OF WASHINGTON )  
  ) ss.  
COUNTY OF KING                 )

I, Judith A. Lackstrom, a notary public, do hereby certify that on this 13 day of April, 1992, personally appeared before me Bruce W. Hilyer who, being by me first duly sworn, declared that he is the sole surviving incorporator and director of Comanche 58P Corporation, that he signed the foregoing document as sole surviving incorporator and director of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public for the State of  
Washington, residing at Seattle  
My commission expires: 2/10/93