

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
AND OF INCREASE OF CAPITAL STOCK

OF

IDAHO MERCANTILE COMPANY, LIMITED.

-----o-----

KNOW ALL MEN BY THESE PRESENTS: That we, V. W. Sander and W. E. Sander, the Chairman and the Secretary, respectively, of a special meeting of the stockholders of the IDAHO MERCANTILE COMPANY, LIMITED, a corporation organized under the laws of the State of Idaho, held at the office of said corporation in the city of Coeur d'Alene, Idaho, on the 10<sup>th</sup> day of July, 1911, at the hour of 4 o'clock P.M., for the objects or purposes, and in pursuance of the written consent thereto, hereinafter mentioned; and,

That we, R. D. McDonald, W. E. Sander,  
Frank Durkoff, and W. A. Thomas, who are Directors of said corporation, and who constitute a majority of its Board of Directors,

DO HEREBY CERTIFY: That on the 10<sup>th</sup> day of July, 1911, at the hour of 4 o'clock P.M., at the office of the Idaho Mercantile Company, Limited, in the city of Coeur d'Alene, Idaho, the stockholders of said corporation assembled for the

purpose of holding a special meeting of the stockholders of that corporation; that at such special meeting all the stockholders of said corporation, holding the entire capital stock thereof, were present and signed a written consent to such meeting on the record thereof; that the objects or purposes of such special meeting were set out in said written consent as follows:

(1) To amend the Articles of Incorporation of said corporation so as to create, and authorize and empower the corporation to issue, in addition to its present capital stock of \$250,000.00 (which shall hereafter be known as common stock), certain stock, to be known as preferred stock, in the amount of Fifty Thousand Dollars (\$50,000.00), divided into five thousand (5,000) shares of the par value of ten dollars (\$10.00) each, with such preferences and voting powers, or restrictions and qualifications thereof, as the stockholders at such special meeting may prescribe, and as may be permitted by law.

(2) To increase the capital stock of the corporation from \$250,000.00 to \$300,000.00, such increase of the capital stock to consist of all the preferred stock above referred to.

That immediately upon the signing of such written consent, all the said stockholders being personally present, the meeting organized by choosing V. W. Sander (the President of the corporation), as Chairman, and W. E. Sander (the Secretary of the corporation), as Secretary, thereof; and that these gentlemen during such meeting performed the duties relating to their respective offices;

That the amount of stock represented at such meeting was twenty-five thousand shares of the par value of ten dollars each, constituting the entire capital stock of the corporation;

That the Chairman of said meeting stated that inasmuch

as all the stockholders of the corporation, holding its entire capital stock, were present in person and had signed a written consent to such meeting on the record thereof, the meeting was competent to proceed with the transaction of the business for which it was called; and that thereupon the following proceedings were had:

That the proposition to amend the Articles of Incorporation so as to create, and authorize and empower the corporation to issue, the preferred stock above referred to was discussed and considered by the stockholders, and thereupon, all the stockholders being present and voting, the following resolution was adopted:

"BE IT RESOLVED, That the Articles of Incorporation of said corporation be, and they hereby are, amended as follows:

"There is hereby created, and the corporation is hereby authorized and empowered to issue, in addition to its present capital stock of two hundred fifty thousand dollars (\$250,000.00), (which shall hereafter be known as common stock), certain stock, to be known as preferred stock, in the amount of Fifty Thousand Dollars (\$50,000.00), divided into five thousand (5,000) shares of the par value of ten dollars (\$10.00) each, with such preferences and voting powers, or restrictions and qualifications thereof, as are herein designated, to-wit:

"(1) The holders of such preferred stock shall be entitled to receive, and the corporation shall be bound to pay, thereon a fixed yearly dividend of seven per cent. per annum, if actually earned, payable semi-annually, before any dividend shall be set apart or paid on the common stock, and such dividend shall be cumulative; so that, if in any year dividends amounting in the aggregate to seven per cent. shall not have been paid thereon, the deficiency shall be paid before any dividends shall be paid upon or set apart for the common stock. Such preferred stock shall not receive any dividends in excess of said seven per cent. per annum and arrears thereof.

"(2) The holders of preferred stock shall have the same right to participate in corporate meetings and to vote upon their stock as do the holders of the common stock of the corporation.

"(3) Such preferred stock shall be subject to redemption on the 20th day of January, A.D. 1917, by the payment of its par value and of any accumulated, unpaid dividends on such stock.

"(4) Such preferred stock shall be issued for cash or its equivalent only, and for not less than the par value of its shares.

"(5) On a dissolution of the corporation, voluntary or otherwise, the holders of preferred stock shall be entitled to have their shares redeemed at par before any distribution of any part of the assets of the corporation shall be made to the holders of the common stock"

That the foregoing resolution, amending the Articles of Incorporation of said corporation as aforesaid, was adopted by the vote, cast in favor thereof, of all the stockholders of the corporation representing the entire capital stock thereof, that is to say, 25,000 shares of the par value of ten dollars each, or \$250,000.00;

That the proposition to increase the capital stock from two hundred fifty thousand dollars (\$250,000.00) to three hundred thousand dollars (\$300,000.00), referred to above, was then discussed and considered by said stockholders; all the stockholders being present and voting the following resolution was adopted:

"BE IT RESOLVED, that the capital stock of said corporation be, and the same is hereby, increased from two hundred and fifty thousand dollars (\$250,000), divided into twenty-five thousand shares of the par value of ten dollars each, to three hundred thousand dollars (\$300,000.00), to be divided into thirty thousand shares of the par value of ten dollars (\$10.00) each, twenty-five thousand shares of which shall consist of the present outstanding stock of the corporation, (which shall hereafter be known as common stock), and five thousand shares of which shall consist of the preferred stock this day created, and the corporation authorized and empowered to issue, by the stockholders at the same meeting at which this resolution is adopted."

That the foregoing resolution, increasing the capital stock of the corporation from two hundred fifty thousand dollars (\$250,000.00), divided into twenty-five thousand shares of the

par value of ten dollars each, to three hundred thousand dollars (\$300,000.00), to be divided into thirty thousand shares of the par value of ten dollars each, as therein provided, was adopted by the vote, cast in favor thereof, of all the stockholders of the corporation representing the entire capital stock thereof, that is to say, 25,000 shares of the par value of ten dollars each, or \$250,000.00.

IN WITNESS WHEREOF, we have hereunto subscribed our names, at Coeur d'Alene, Idaho, this 10<sup>th</sup> day of July, 1911.

W. W. Lander  
Chairman of the meeting

W. W. Lander  
Secretary of the meeting

R. B. McDonald

W. W. Lander

Frank Schrock

W. W. Thomas

Directors of the Idaho Mercantile Company, Limited, and constituting a majority of the Board of Directors of said corporation.

STATE OF IDAHO,  
COUNTY OF KOOTENAI.                      SS.

V. W. SANDER and W. E. SANDER, each being first duly sworn, depose and says: That they were the Chairman and the Secretary, respectively, of the special meeting of the stockholders of the Idaho Mercantile Company, Limited, a corporation, referred to in the foregoing Certificate; that they have read the foregoing Certificate, and know the contents thereof, and that the same is true.

V. W. Sander

W. E. Sander

Subscribed and sworn to before me this 10<sup>th</sup> day of July,

1911.

Robert J. McDonald

NOTARY PUBLIC in and for the State  
of Idaho, residing at Coeur d'Alene  
in that State.

STATE OF IDAHO, }  
County of Kootenai. } ss.

Filed July 15<sup>th</sup> 1911

at 9<sup>45</sup> o'clock A.M.

By D. E. Danby  
County Recorder  
Ernie Elder  
Deputy

STATE OF IDAHO. }  
County of Kootenai. } SS.

I, D. E. Danby, County Recorder in and for the County and State aforesaid, do hereby certify the within and foregoing to be a full, true and correct copy of the whole there-

of, of Certificate Increasing Capital Stock  
Idaho Mercantile Company Limited

as the same appears of record in my office in Book \_\_\_\_\_, at page \_\_\_\_\_

In testimony whereof I have hereunto set my hand and affixed my official seal this

19<sup>th</sup> day of July 1911

D. E. Danby  
County Recorder, Kootenai County, Idaho.

By \_\_\_\_\_ Deputy.