

# State of Idaho

## Department of State

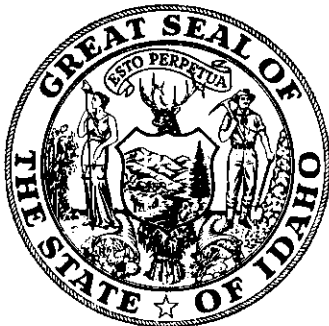
### CERTIFICATE OF AMENDMENT OF

RUDD MANAGEMENT CORPORATION  
File Number C 76870

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 RUDD MANAGEMENT CORPORATION duly executed 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: August 4, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J. Clark*

AUG 4 8 53 AM '95  
SECRETARY  
STATE OF IDAHO

RESTATED  
ARTICLES OF INCORPORATION  
OF  
RUDD MANAGEMENT CORPORATION

Pursuant to the provisions of Sec. 30-1-64 of Idaho Business Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation, which correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and which supersede the original Articles of Incorporation and all previous amendments hereto:

I. Name.

The name of the corporation is:

RUDD MANAGEMENT CORPORATION

II. Duration.

The corporation shall have perpetual duration.

III. Purposes.

The corporation is formed for the purpose of management of labor forces and payroll for other legal entities and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV. Authorized Shares.

The corporation shall be authorized to issue 50,000 shares, all of one class, for a par value of \$1.00 per share.

V. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation

Robert S. DaBell  
124 East Main  
Rexburg, Idaho 83440

7/19/95 9:00:00 AM  
Customer # 2552  
IVC960003376 16384  
CORPORATION PROFIT AMENDMENT  
1 @ 30.00 = 30.00

VI. Directors.

The present board of directors shall consist of seven directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Robert S. DaBell	Rexburg, Idaho 83440
H. Brent Hill	Rexburg, Idaho 83440
Joseph R. Call	Idaho Falls, Idaho 83401
Richard K. Hale	Idaho Falls, Idaho 83401
J. Brian Hill	Idaho Falls, Idaho 83404
Ronald L. Walker	Sugar City, Idaho 83448
Bradford A. Cannon	Idaho Falls, Idaho 83404

VII. By-Laws.


The By-Laws of the corporation may be adopted by the shareholders in the manner provided by the laws of the State of Idaho.

These Restated Articles dated This 7th day of June, 1995.

RUDD MANAGEMENT CORPORATION

  
H. BRENT HILL, President

ATTEST:

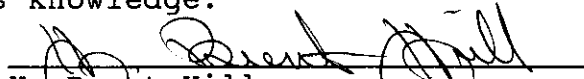
  
Secretary

STATE OF IDAHO       )  
                          ss  
County of Madison    )

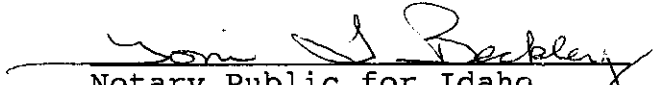
H. BRENT HILL, being duly sworn, states as follows:

RESTATED ARTICLES OF INCORPORATION - Page 2  
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That he is the President of RUDD MANAGEMENT CORPORATION,  
in the foregoing Restated Articles of Incorporation; that he has  
read the Restated Articles of Incorporation and the facts therein  
stated are true to the best of his knowledge.

  
H. Brent Hill

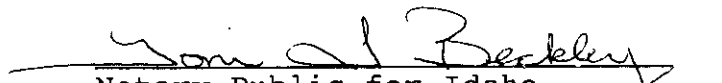
SUBSCRIBED AND SWORN to before me this 7th day of June,  
1995.

  
Notary Public for Idaho  
Residing at: Rexburg  
Commission Expires: 11-01-2000

STATE OF IDAHO,        )  
                              ss.  
County of Madison. )

On this 7th day of June, 1995, before me, the  
undersigned, a Notary Public in and for said State, personally  
appeared H. BRENT HILL and RONALD L. WALKER, known to me to be  
the President and Secretary, respectively, of RUDD MANAGEMENT  
CORPORATION, the corporation that executed the foregoing  
instrument and acknowledged to me that such corporation executed  
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

  
Notary Public for Idaho  
Residing at: Rexburg, Idaho  
My Commission Expires: 11-01-2000