

CERTIFICATE OF AMENDMENT
OF

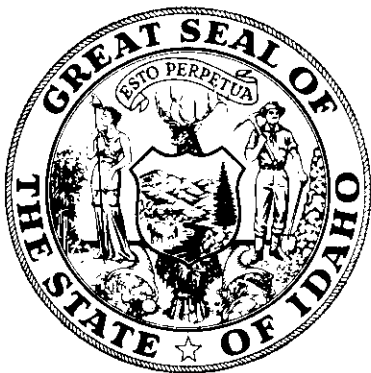
FOUR SEASONS, INC.

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 FOUR SEASONS, 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 February 27, 19 85



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF AMENDMENT

OF

FOUR SEASONS, INC.

Pursuant to Sections 30-1-58, et. seq. of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ONE: The name of the Corporation is FOUR SEASONS, INC.

TWO: The following amendment to the Articles of Incorporation was adopted by the Directors of the Corporation on May 30, 1984, and by all of the Stockholders of the Corporation in the manner prescribed by the laws of the State of Idaho, and the Articles of Incorporation of the Corporation.

"RESOLVED: That the Articles of Incorporation of Four Seasons, Inc. shall be and the same hereby are amended as follows:

ARTICLE ONE:

No Change.

ARTICLE TWO:

No Change.

ARTICLE THREE:

No Change.

ARTICLE FOUR:

Article Four shall be amended by striking the words:

"The address of the corporation's initial office in the State of Idaho is 2111 Canyon Road, Coeur d'Alene, Kootenai County, Idaho 83814,"

and by inserting the words:

"The address of the corporation's office in the State of Idaho is 2270 Avondale Lane, Hayden Lake, Kootenai County, Idaho 83835.

ARTICLE FIVE:

No Change.

ARTICLE SIX:

No Change.

ARTICLE SEVEN:

Article Seven shall be amended by striking the words:

"A. Except as otherwise provided, a stockholder who desires to sell or transfer his shares of stock must first offer them for sale to the corporation, and then to the existing shareholders on a pro rata basis it being the intention hereof to give first the corporation and then the existing shareholders a preference in the purchase of them, and any attempted sale in violation of this section is null and void.

B. A stockholder desiring to sell or transfer his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser or transferee and the terms of sale or transfer. Unless his terms are accepted by the corporation within 45 days thereafter, except as hereinafter noted, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the existing shareholders, who wish to exercise their preference on a pro rata basis. The corporation shall give notice by registered or certified mail to existing shareholders who must indicate their intent to purchase to the corporation in writing within 20 days. Unless his terms are accepted by said existing shareholders within 20 days, he shall be at liberty to sell to the named purchaser.

If the corporation, acting through either a majority of the shares excluding the shares of the selling stockholder or a majority of the board of directors excluding any director who is also a selling shareholder, believes that the terms of the sale are unreasonable, then the President and Secretary or the Board of Directors of the corporation shall within twenty (20) days after delivery of such notice select an appraiser and give written notice of his name and residence address to the person desirous of making such sale, or transfer of said person shall also appoint an appraiser and notify the corporation of his name and address within twenty (20) days; the two appraisers so selected shall within twenty (20) days after the giving of the last named notice select a third appraiser; and they shall at once notify both parties in writing of the name and residence address of the third appraiser.

If the two appraisers so selected shall not within twenty (20) days select a third appraiser, either party may apply on ten (10) days' written notice to the other, to any judge of any court of general jurisdiction for the appointment of such third appraiser.

The three appraisers so selected shall within twenty (20) days after the selection of the third appraiser appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to both parties.

The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.

The Board of Directors, by majority of the directors excluding any director who is also a selling stockholder, shall have the option, for twenty (20) days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value. Payment for any such share or shares shall be made by the board pursuant to the Bylaws of the Corporation. "

and by inserting the words:

"Any stockholder who desires to sell or transfer his shares of stock must conform to the procedures outlined in the corporate resolution entitled STOCK BUY/SELL AGREEMENT on file in the office of the Secretary of the Corporation. Any attempted sale in violation of this Resolution is null and void."

ARTICLE EIGHT:

Article Eight shall be amended by striking the words:

"five (5) directors:

and by adding the words:

"six (6) directors."

ARTICLE NINE:

Article Nine shall be amended by striking the words:

ARTICLE NINE: (Continued)

"The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME:</u>	<u>ADDRESS:</u>
ROBERT YERBY - President	2300 Poppy Drive Burlingame, CA 94014
CHARLES E. PARRISH - Vice Pres.	407 - 18th Street Huntington Beach, CA 92648
PHILIP G. ALBANESE - Sec./Treas.	2111 Canyon Drive Coeur d'Alene, ID 83814"

and by adding the words:

"The number of directors constituting the Board of Directors is six and the names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
PHILIP ALBANESE	2270 Avondale Lane Hayden Lake, ID 83835
CHARLES PARRISH	P.O. Box 218 Sandpoint, ID 83864
ROBERT YERBY	P.O. Box 933 Sandpoint, ID 83864
LINDA YERBY	P.O. Box 933 Sandpoint, ID 83864
NANCY ALBANESE	2270 Avondale Lane Hayden Lake, ID 83835
DONNA PARRISH	P.O. Box 218 Sandpoint, ID 83864"

ARTICLE TEN:

No Change.

ARTICLE ELEVEN:

No Change.

ARTICLE TWELVE:

Article Twelve shall be amended by striking the words:

"SEVENTY-FIVE (75%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of SIXTY-SEVEN (67%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders."

and by inserting the words:

"EIGHTY-THREE AND ONE-THIRD PERCENT (83.33%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders."

ARTICLE THIRTEEN:

Article Thirteen shall be amended by striking the words:

"SEVENTY-FIVE PERCENT (75%) of the directors elected shall constitute a quorum for the transaction of business."

and by adding the words:

" EIGHTY-THREE AND ONE-THIRD PERCENT (83.33%) of the directors elected shall constitute a quorum for the transaction of business."

ARTICLE FOURTEEN:

No Change.

ARTICLE FIFTEEN:

Article Fifteen shall be amended by striking the words:

"SEVENTY-SIX PERCENT (76%) of the outstanding stock"

and by adding the words:

"EIGHTY-THREE AND ONE-THIRD PERCENT (83.33%) of the outstanding stock."

ARTICLE SIXTEEN:

Article Sixteen shall be amended by striking the words:

"written consent of SEVENTY-SIX PERCENT (76%) of the outstanding shares"

and by adding the words:

"written consent of SIXTY-SIX AND TWO-THIRDS (66.66%) of the outstanding shares."

ARTICLE SEVENTEEN:

Article Seventeen shall be amended by striking the words:

"holders of record of SEVENTY-SIX PERCENT (76%)"

and by adding the words:

"holders of record of EIGHTY-THREE AND ONE-THIRD PERCENT (83.33%)."

ARTICLE EIGHTEEN:

No Change.

ARTICLE NINETEEN:

No Change.

THREE: Three Thousand Shares (3000) of the capital stock of the corporation are now outstanding, all of which are held by the following named individuals:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Nancy Albanese	2270 Avondale Lane Hayden Lake, ID 83835	500
Philip Albanese	2270 Avondale Lane Hayden Lake, ID 83835	500
Charles Parrish	P.O. Box 218 Sandpoint, ID 83864	500
Donna Parrish	P.O. Box 218 Sandpoint, ID 83864	500
Linda Yerby	P.O. Box 68 Sandpoint, ID 83864	500
Robert Yerby	P.O. Box 68 Sandpoint, ID 83864	500

Said Stockholders, by their signatures hereto and annexed, do hereby ratify and approve this amendment.

Executed by the undersigned Shareholders and Directors in Duplicate Originals, at Coeur d'Alene, Idaho on this 12th day of February, 1985.

FOUR SEASONS, INC.

By Philip Albanese
Philip Albanese, President

By Linda Yerby
Linda Yerby, Secretary

By Nancy Albanese
Nancy Albanese, Treasurer

STATE OF IDAHO)
 ss.
County of Kootenai)

I, Sharon L. Hanks, a Notary Public for the State of Idaho, do hereby certify that on the 20th day of Feb., 1985, personally appeared Philip G. Albanese, who, being by me first duly sworn, declared that he is the President of FOUR SEASONS, INC. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Sharon L. Hanks
Notary Public for Idaho
Residing in Hayden Lake
My Commission Expires: Lifeterm

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 20th day of February, 1985, before me Sharon L. Hanks, a Notary Public for the State of Idaho, personally appeared Philip G. Albanese, known or identified to me to be the President of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

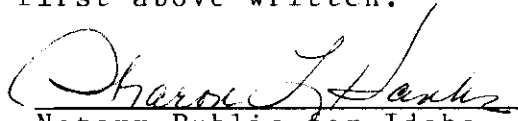
IN WITNESS WHEREOF, I have hereunto set my hand and seal the name and year in this certificate first above written.

Sharon L. Hanks
Notary Public for Idaho
Residing in Hayden Lake
My Commission Expires: Lifeterm

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 20th day of February, 1985, before me,
Sharon L. Hanks, a Notary Public for the State of Idaho,
personally appeared Nancy Albanese, known or identified to me to
be the Treasurer of the corporation that executed the instrument
or the person who executed the instrument on behalf of said
corporation, and acknowledged to me that such corporation executed
same.

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



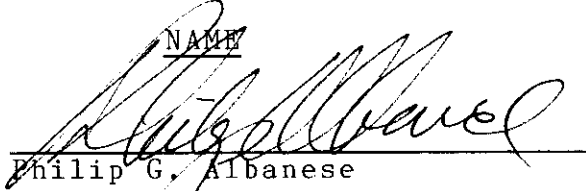

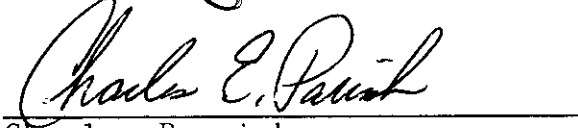
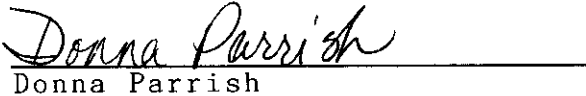
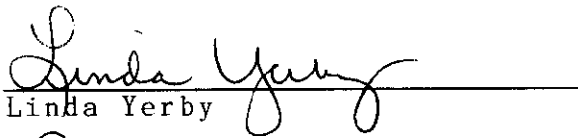
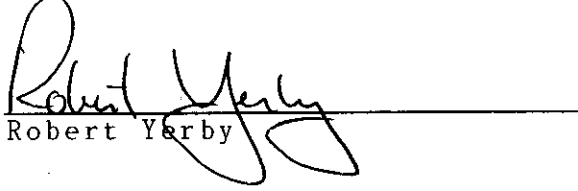
Notary Public for Idaho
Residing In: Hayden Lake
My Commission Expires ~~1~~lifeterm

June 10, 1984

CERTIFICATE OF STOCKHOLDERS CONSENT

FOUR SEASONS, INC.

We, the undersigned, being all the stockholders of the FOUR SEASONS corporation, hereby consent to the adoption of the amendment to the Articles of Incorporation as stated in the directors' resolution of June 9, 1984, reading as attached, do signify our consent in writing to the Amendment of the Articles of Incorporation of Four Seasons, Inc.

<u>NAME</u>	<u>DATE</u>
 Philip G. Albanese	<u>June 10, 1984</u>
 Nancy Albanese	<u>June 10, 1984</u>
 Charles Parrish	<u>June 10, 1984</u>
 Donna Parrish	<u>June 10, 1984</u>
 Linda Yerby	<u>June 10, 1984</u>
 Robert Yerby	<u>10-JUNE 84</u>