



CERTIFICATE OF AMENDMENT
OF

BENEWAH FINANCE COMPANY

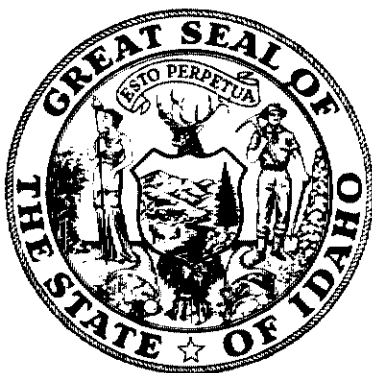
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BENEWAH FINANCE COMPANY

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 June 5, 19 89



SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE

STATEMENT OF ADOPTION OF RESOLUTION AUTHORIZING THE ISSUANCE OF A
SERIES OF PREFERRED STOCK ADOPTED BY THE BOARD OF DIRECTORS OF
BENEWAH FINANCE COMPANY

This statement is executed in duplicate original by the undersigned on behalf of Benewah Finance Company, a corporation organized under the laws of the State of Idaho, pursuant to the requirements set forth in Section 30-1-16, Idaho Code.

1.

The name of the corporation is BENEWAH FINANCE COMPANY.

2.

Annexed hereto is a certified copy of a resolution duly adopted by the board of directors of the corporation at a meeting of the board of directors which was duly and regularly called and held in all respects as required by law, and by the bylaws of the corporation, at the office of the corporation, on June 1, 1989, which authorizes the issuance of 500 shares of the company's authorized preferred stock, to be designated as Series A 8% Cumulative Participating Preferred Stock, and fixing and determining the relative rights and preferences thereof.

3.

That said resolution was adopted by the board of directors on June 1, 1989.


4.

That such resolution was duly adopted by the board of directors.

DONE at St. Maries, Idaho on June 1, 1989.

BENEWAH FINANCE COMPANY

By 
Don G. Passow, President

Attest: 
Sherrie L. Reynolds
Secretary

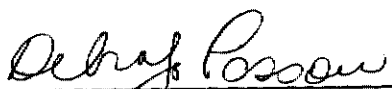
STATE OF IDAHO)
County of ^{Kootenai} ~~Beneva~~) ss.

DON G. PASSOW, being first duly sworn on oath deposes and says:

That I am the President of Benewah Finance Company, an Idaho corporation; that I have read the foregoing statement and the annexed resolution, know the contents thereof, and that the same are true to the best of my knowledge and belief; that I executed the above statement on behalf of said corporation, and that I have proper authorization to do so.


DON G. PASSOW

SUBSCRIBED AND SWORN to before me this 1 day of June, 1989.


Notary Public for Idaho
Residing at: Harrison
Commission Expires: 3.6.93

RESOLUTION 89-3 OF THE BOARD OF DIRECTORS
OF
BENEWAH FINANCE COMPANY

WHEREAS, the corporation is authorized to issue 100,000 shares of common stock, \$1.00 par value, and 5,000 shares of preferred stock, \$100.00 par value, issuable from time to time in one or more series; and

WHEREAS, the board of directors is authorized, within the limitations and restrictions contained in the articles of incorporation, to fix or alter the dividend rate, conversion rights, voting rights, and the terms of redemption of any wholly unissued series of preferred shares, and the number of shares constituting any such series and the designation thereof; and

WHEREAS, the corporation has not previously issued any preferred shares and the board of directors desires to fix the terms of the initial series of such preferred shares and the number of shares constituting such series;

RESOLVED:

1. That the corporation issue an initial series of preferred shares to be designated as "Series A, 8% Cumulative Participating Preferred Stock";

2. That the number of shares constituting such series be fixed at Five Hundred (500) shares;

3. That the dividend rate on such shares is fixed at Eight Dollars (\$8.00) per share per year;

4. That after the cumulative dividends on such shares for all previous years and the current year shall have been declared and shall have become payable, and a sum sufficient for the payment thereof shall have been set aside from the surplus or net profits of the corporation, the board of directors may then declare dividends on the common stock. Whenever such dividends for the current year on the common stock shall total fifty cents (\$0.50) per share, any further dividends that might be declared by the board of directors during the same year shall be paid equally to the common stock and the preferred stock of this series, that is, each share of the preferred stock of this series shall receive the same amount as each share of common stock.

5. That the redemption price for such series is fixed at One Hundred Five Dollars (\$105.00) per share, plus an amount equal to accrued and unpaid dividends thereon to the date fixed for redemption. The board of directors shall have sole discretion to determine when to redeem the shares of preferred stock of this series, which determination shall be based upon the best interests of the corporation.

6. That the holders of the shares of such series shall not be entitled to voting rights;

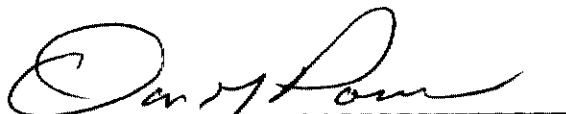
7. That the preferential amount payable to the holders of the shares of such series, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation shall be One Hundred Dollars (\$100.00) per share, plus an amount equal to all accrued and unpaid dividends thereon

to the date payment is made available to the holders of such shares.

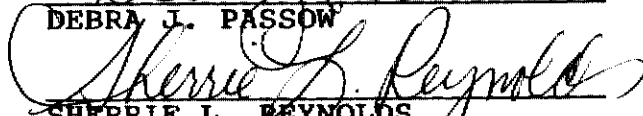
8. That the shares of preferred stock in this series shall not be convertible into common stock.

FURTHER RESOLVED, that the president and the secretary be, and they hereby are, authorized and directed to prepare and file with the Secretary of State for the State of Idaho, the statement required by Section 30-1-16, Idaho Code.

DATED this 15th day of June, 1989.


DON G. PASSOW


DEBRA J. PASSOW


SHERRIE L. REYNOLDS

AYES _____

NAYS _____

CERTIFICATE OF RESOLUTION

I, SHERRIE L. REYNOLDS, secretary of BENEWAH FINANCE COMPANY, a corporation incorporated under the laws of the State of Idaho, hereby certify that the foregoing is a full, true and correct copy of a resolution of the board of directors of the corporation, duly and regularly passed and adopted at a meeting of the board of directors of the corporation which was duly and regularly called and held in all respects as required by law, and by the bylaws of the corporation, at the office thereof, on June 1, 1989, at which meeting a majority of the board of directors of the corporation was present and voted in favor of such resolution.

IN WITNESS WHEREOF, I have set my hand as such secretary on June 1, 1989.


SHERRIE L. REYNOLDS