



CERTIFICATE OF AMENDMENT
OF

CHANDLER, DILLION & ALLYN, CHARTERED

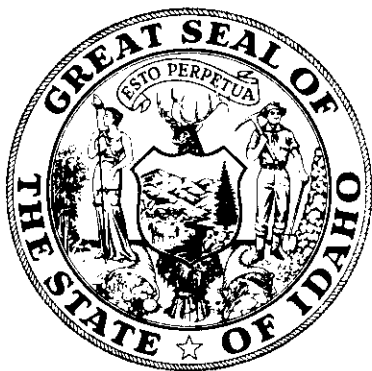
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CHANDLER, DILLION & ALLYN, CHARTERED

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 April 30, 19 87



SECRETARY OF STATE

Corporation Clerk

APR 30 3 52 PM '87

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
CHANDLER & DILLION, CHARTERED

Pursuant to the provisions of Section 30-1-59 of the Idaho Business Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is Chandler & Dillion, Chartered ("Corporation").

ARTICLE II

The following amendments of the Articles of Incorporation were adopted by the Shareholders of the Corporation on April 2, 1986, in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED that ARTICLE I of the Articles of Incorporation of the Corporation be amended to read in full as follows:

ARTICLE I

The name of the corporation is Chandler, Dillion & Allyn, Chartered ("Corporation").

FURTHER RESOLVED that ARTICLE IV of the Articles of Incorporation of the Corporation be amended to read in full as follows:

ARTICLE IV

The class, aggregate numbers and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	\$1.00

FURTHER RESOLVED that **ARTICLE VI** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

ARTICLE VI

The limitations on the transfer of shares of the Corporation are as follows:

No shareholder of the Corporation may sell or transfer a shareholder's shares in the Corporation, except to another individual who is eligible to be a shareholder of the Corporation by reason of being licensed to practice law or render allied professional services in Idaho. A sale or transfer in compliance with the preceding sentence may be made only after the sale is approved, at a shareholders' meeting specially called for such purpose, by all of the outstanding shares of the Corporation.

The limitations on transfer contained in this **ARTICLE VI** shall be set forth conspicuously on each certificate representing Shares of the Corporation.

FURTHER RESOLVED that **ARTICLE VII** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

ARTICLE VII

The address of the registered office of the Corporation is 325 West Idaho Street, Boise, Idaho 83702, and the name of the registered agent at such address is Lee B. Dillion.

FURTHER RESOLVED that the Articles of Incorporation of the Corporation be amended by adding a new **ARTICLE X** to read in full as follows:

ARTICLE X

In accordance with the provisions of Section 30-1-35 of the Idaho Business Corporation Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the shareholders of the Corporation.

ARTICLE III

The number of shares of the Corporation outstanding at the time of the adoption of the proposed amendments was three (3); and the number of shares entitled to vote thereon was three (3).

ARTICLE IV

The number of shares voted for adoption of the proposed amendments was three (3); and the number of shares voted against adoption of the proposed amendments was zero (0).

Dated: April 30, 1987

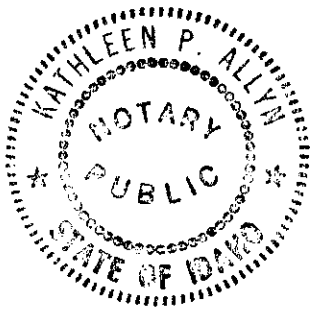
CHANDLER, DILLION & ALLYN,
CHARTERED

By: Lee B. Dillion
Lee B. Dillion, President
and Thomas Chandler
Thomas Chandler, Secretary

VERIFICATION

STATE OF IDAHO)
) ss
County of Ada)

I, KATHLEEN P. ALLYN, a notary public, do hereby
certify that on this 30th day of April, 1987,
personally appeared before me Lee B. Dillion, who, being by me
first duly sworn, declared that he is the President of Chandler &
Dillion, Chartered, that he signed the foregoing document as
President of the Corporation, and that the statements therein
contained are true.



Kathleen P. Allyn
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 1-2-91



CERTIFICATE OF AMENDMENT
OF

CHANDLER & DILLION, CHARTERED

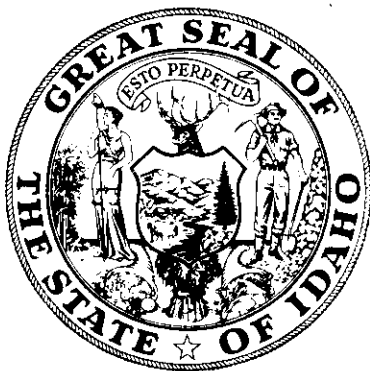
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CHANDLER, DILLION & ALLYN, CHARTERED

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 April 30 _____, 19 87



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

RESTATED ARTICLES OF INCORPORATION
OF
CHANDLER, DILLION & ALLYN, CHARTERED

APR 30 3 52 PM '87
SECRETARY OF STATE

Pursuant to the provisions of Section 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its shareholders, adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is Chandler, Dillion & Allyn, Chartered ("Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized for the following purposes:

A. To engage in the practice of law and to render allied professional services;

B. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments or to own real or personal property necessary for the rendering of the professional services specified in Article III, Section A; and

C. To do such acts and to perform such business as may be permitted by the Professional Service Corporation Act of the State of Idaho.

ARTICLE IV

The class, aggregate numbers and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	\$1.00

ARTICLE V

All pre-emptive rights of the shareholders of the Corporation are denied.

ARTICLE VI

The limitations on the transfer of shares of the Corporation are as follows:

No shareholder of the Corporation may sell or transfer a shareholder's shares in the Corporation, except to another individual who is eligible to be a shareholder of the Corporation by reason of being licensed to practice law or render allied professional services in Idaho. A sale or transfer in compliance with the preceding sentence may be made only after the sale is approved, at a shareholders' meeting specially called for such purpose, by all of the outstanding shares of the Corporation.

The limitations on transfer contained in this Article VI shall be set forth conspicuously on each certificate representing shares of the Corporation.

ARTICLE VII

The address of the registered office of the Corporation is 325 West Idaho Street, Boise, Idaho 83702, and the name of the registered agent at such address is Lee B. Dillion.

ARTICLE VIII

The number of directors constituting the initial board of directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Lee B. Dillion	4100 Bodenheimer Street Boise, Idaho 83703
Thomas Chandler	1515 North 24th Street Boise, Idaho 83702

ARTICLE IX

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Lee B. Dillion	4100 Bodenheimer Street Boise, Idaho 83703
Thomas Chandler	1515 North 24th Street Boise, Idaho 83702

ARTICLE X

In accordance with the provisions of Section 30-1-35 of the Idaho Business Corporation Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the shareholders of the Corporation.

The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supercede the original Articles of Incorporation and all amendments to the Articles of Incorporation.

Dated: April 30, 1987

CHANDLER, DILLION & ALLYN, CHARTERED

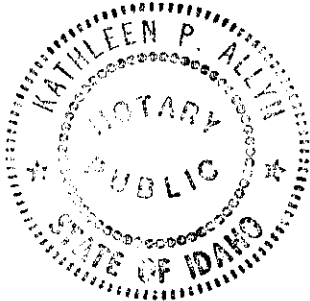
By: Lee B. Dillion
Lee B. Dillion, President

and Thomas Chandler
Thomas Chandler, Secretary

VERIFICATION

STATE OF IDAHO)
) ss
County of Ada)

I, KATHLEEN P. ALLYN, a notary public, do hereby certify that on this 30th day of April, 1987, personally appeared before me Lee B. Dillion, who, being by me first duly sworn, declared that he is the President of Chandler, Dillion & Allyn, Chartered, that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.



Kathleen P. Allyn
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 1-2-91