

# State of Wyoming



## OFFICE OF THE SECRETARY OF STATE

United States of America, }  
State of Wyoming } ss.

I, JACK R. GAGE, Secretary of the State of Wyoming do hereby certify

that the annexed copy of the Certificate of Amendment to the Articles of Incorporation of MARKHAM ADVERTISING COMPANY, INC., has been carefully compared with the original filed in the Office of Secretary of State of Wyoming on the Twentieth day of April, A. D., 1962, at 10:00 o'clock A. M., and is a full, true, and correct copy of the same and of the whole thereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming.

Done at Cheyenne, the Capital,

this Twentieth day of

April, A. D. 1962

*James R. Gage*  
Secretary of State

By *Robert Outson*  
Deputy



**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
MARKHAM ADVERTISING COMPANY, INC., A WYOMING CORPORATION**

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2       At a special meeting of the stockholders of MARKHAM ADVERTISING  
3 COMPANY, INC., held pursuant to written waiver of notice executed by  
4 all of the stockholders of record of said corporation, held in Pocatello,  
5 Pocatello, Bannock County, Idaho, at 2 o'clock P. M. on the 13th day  
6 of April, 1968, in the offices of Milton E. Zemer, Attorney at Law,  
7 Suite C-2, Center Plaza, and at which said meeting all stockholders  
8 were present in person, and all of the issued and outstanding stock  
9 of the corporation was voted unanimously in favor of the adoption of  
10 such amendments, said amendments being set forth in (b) herein, it is  
11 hereby certified that

12       (a) The name of the corporation is MARKHAM ADVERTISING COMPANY,  
13 INC.

14       (b) That the Articles of Incorporation were amended so as to  
15 read as follows:

16       ARTICLE II. A. That the corporation shall have unlimited  
17 power to engage in and doing any lawful act concerning any  
18 and all lawful businesses for which a corporation may be  
19 organized under the "Wyoming Business Corporation Act."

20       B. That the corporation shall have the power  
21 to issue Debenture Notes of the corporation, convertible  
22 to common stock of the corporation, upon such terms and  
23 conditions as may be fixed by the Board of Directors.

24       ARTICLE V. That the capital stock of the corporation shall  
25 be \$4,000,000.00 and shall be divided into 40,000 shares  
26 of common stock of the par value of \$100.00 per share, and  
27 each share issued and fully paid to be entitled to one vote  
28 in the affairs and proceedings of the corporation. That  
29 such stock when issued and fully paid is non-assessable, and  
30 only shares which are issued and fully paid shall have the  
31 right to vote.

32       ARTICLE VII. That the number of Directors of the corporation shall be not less than five nor more than twenty-one. That the names of the persons who will serve as Directors until the first annual meeting of the shareholders or until their successors be elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. B. MARKHAM	204 So. 14th Ave., Pocatello, Idaho
H. BRUCE MARKHAM	12 Sunset Road, Pocatello, Idaho
WILLIAM L. MARKHAM	3945 So. Poplar, Casper, Wyoming
JOSEPH E. WILLIAMS	120 Gray Ave., Pocatello, Idaho
EARL KING	E 1015 Cataldo Ave., Spokane 2, Wash.
STAN VOLMER	1129 No. 1st St., Phoenix, Arizona
G. B. KRIMMINGER	1129 No. 1st St., Phoenix, Arizona

(c) That the above amendments were adopted by unanimous vote of all of the stockholders, voting all of the shares of issued and outstanding stock of the corporation, on the 13th day of April, 1962.

(d) That the number of shares of stock then outstanding was and is 10,500 shares of Class "A" common stock, and that there have not been issued any shares of Class "B" stock, and that all of the shares of stock voted unanimously in favor of the amendments as set forth above.

(e) That 10,500 shares of Class "A" common stock was voted unanimously in favor of the amendments to the Articles of Incorporation, as set forth herein.

(f) That upon the filing and approval of these Articles of Amendment there will not be required any exchange, reclassification, or cancellation of issued shares.

(g) That upon the filing and approval of these Articles of Amendment there will be no change in the amount of stated capital of the corporation.

DATED this 13th day of April, 1962

ATTEST:

MARKHAM ADVERTISING COMPANY, INC.

[Signature]  
Assistant Secretary

By: [Signature]  
President

STATE OF IDAHO, )  
County of Bannock ) ss:

H. BRUCE MARKHAM, being first duly sworn, on oath deposes and says:

That he is the President of MARKHAM ADVERTISING COMPANY, INC., a Wyoming corporation; that he has read the above and foregoing Articles of Amendment to the Articles of Incorporation of MARKHAM ADVERTISING COMPANY, INC., and all matters and things herein stated, and that the same are true to his own knowledge.

SUBSCRIBED AND SWORN TO before me, this 13th day of April, 1962.

[Signature]  
NOTARY PUBLIC for Idaho  
Residing at Pocatello, Idaho

My commission expires: 2-4-64