

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

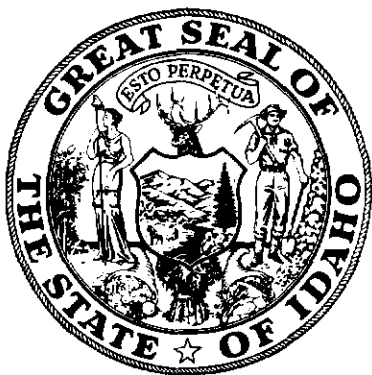
J. I. MORGAN, INC.

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 J. I. MORGAN, 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 December 8, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

DEC 8 11 18 AM '87

SECRETARY OF STATE

THIRD ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
J. I. MORGAN, INC.

RECEIVED
SEC. OF STATE
87 DEC 2 PM 8

WILL E. KERBY and CARYL A. FAUSETT, the undersigned, do hereby certify that we are and at all times mentioned herein have been the President and Secretary, respectively, of J.I. MORGAN, INC., an Idaho corporation with its principal place of business at New Meadows, Idaho; that attached hereto is the written consent of all of the shareholders of the Corporation, executed pursuant to Idaho Code § 30-1-145; that the information contained in said consent is true and correct; and that in accordance therewith Article VII of the Articles of Incorporation of the Corporation is amended to read as follows:

VII

"This corporation shall have a total authorized capital stock of ONE MILLION DOLLARS (\$1,000,000), divided into ONE MILLION (1,000,000) shares of the par value of ONE DOLLAR (\$1.00) per share."

IN WITNESS WHEREOF, J. I. MORGAN, INC., an Idaho corporation, has caused these presents to be signed by the President and the Secretary effective the 24th day of November, 1987.


Will E. Kerby, President


Caryl A. Fausett, Secretary

STATE OF IDAHO)
County of Ada) ss

SUBSCRIBED AND SWORN before me this 24th day of
November, 1987.

Susan M. Trevino
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires on June 22, 1993

STATE OF IDAHO)
County of Ada) ss

SUBSCRIBED AND SWORN before me this 24th day of
November, 1987.

Susan M. Trevino
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires on June 22, 1993

DEC 8 11 18 AM '87
SECRETARY OF STATE

CONSENT TO ACTION WITHOUT A MEETING OF
THE SHAREHOLDERS OF
J. I. MORGAN, INC.

The undersigned persons, being all of the shareholders of J. I. MORGAN, INC., an Idaho corporation, with its principal place of business at New Meadows, Idaho, pursuant to Idaho Code § 30-1-145 (action by shareholders without a meeting), do hereby waive notice of and the holding of a meeting of shareholders of said corporation in regard to the subject matter of this consent, and do hereby consent to and authorize the following action in like manner as if authorized by a resolution unanimously adopted at a meeting of the shareholders duly noticed and held at which all of the shareholders were present, to wit:

1. That Article VII of the Articles of Incorporation of J. I. MORGAN, INC., an Idaho corporation, be amended to read as follows:

VII

"This corporation shall have a total authorized capital stock of ONE MILLION DOLLARS (\$1,000,000) divided into ONE MILLION (1,000,000) shares of the par value of ONE DOLLAR (\$1.00) per share."

2. That the officers of the corporation are authorized and directed to do all acts necessary to effectuate this amendment of record in the office of the Secretary of State, State of Idaho (and elsewhere, if appropriate).

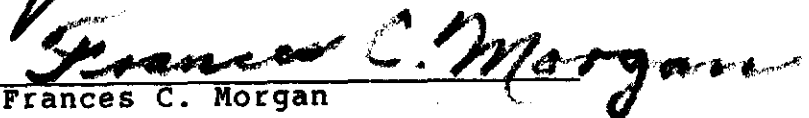
The undersigned do certify that the following is a true statement of the names of the officers, directors and


shareholders of the corporation and the number of shares held by each of said shareholders:

<u>NAME</u>	<u>OFFICE HELD</u>	<u>NUMBER OF SHARES</u>
J. I. Morgan	Director & Chairman of Board	463
Frances C. Morgan	None	100
Will E. Kerby	Director & President	247.5
Myrna M. Kerby	None	92.5
Claus White	Director & Vice President	224
John Fields	Director	12
Caryl A. Fausett	Director & Secretary/Treasurer	12
Kyle Kerby	Director	-0-
Blair Carpenter	Director	-0-
Claus White, Jr.	Director	-0-
*	TOTAL SHARES	1,151

IN WITNESS WHEREOF the undersigned have executed this instrument in duplicate as of the 24th day of November, 1987.


J. I. Morgan


Frances C. Morgan


Will E. Kerby

* The amendment changes stated capital from \$1,151,000 to \$1,151.

Claus White
Claus White

John Fields
John Fields

Caryl A. Fausett
Caryl A. Fausett

Myrna M. Kerby
MYRNA M. KERBY