

Dec 12 3 36 PM '97
ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
STOEL RIVES IDAHO, P.A.
SECRETARY OF STATE
STATE OF IDAHO

FILED

Articles of Amendment of the Articles of Incorporation of Stoel Rives Idaho, P.A., a professional corporation incorporated under the laws of Idaho (the "Corporation"), are herein executed by said corporation, pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act, as follows:

1. The name of the corporation is Stoel Rives Idaho, P.A.
2. Article IV of the Articles of Incorporation is amended as set forth on Exhibit A attached hereto and incorporated herein by this reference.
3. Upon the effectiveness of this amendment, and solely by virtue of such amendment, the shares of common stock held by each shareholder immediately prior to the effectiveness of this amendment (the "Pre-Amendment Shares") shall be changed into the following: (i) 200 of the Pre-Amendment Shares held by each such shareholder shall be changed into 200 shares of Class A Voting Common Stock and (ii) the remaining number of Pre-Amendment Shares held by each such shareholder shall be changed on a one-for-one basis into shares of Class B Nonvoting Common Stock.
4. The amendment was adopted by the Board of Directors by unanimous consent dated as of December 11, 1997, and by the shareholders by unanimous consent dated as of December 11, 1997.
5. The number of shares of stock outstanding, and the number of shares entitled to vote on the amendment, is 45,795 shares of common stock, \$.01 par value per share, which is the only class of stock of the Corporation prior to this amendment.
6. All 45,795 outstanding shares of common stock were voted in favor of the amendment, and no shares were voted against the amendment.

111 IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this day of December, 1997.

STOEL RIVES IDAHO, P.A.

By Thomas A. Banducci IDAHO SECRETARY OF STATE
12/12/1997 09:00
CK: 56298 CT: 7812 SH: 63389
Thomas A. Banducci, President
1 @ 30.00 = 30.00 AMEND PROF

C 100480

EXHIBIT A

Article IV of the Articles of Incorporation is amended to read in its entirety as set forth below.

ARTICLE IV

Capital Stock

The total number of shares which this corporation is authorized to issue is Five Million (5,000,000) shares of \$.01 par value, consisting of Five Hundred Thousand (500,000) shares of Class A Voting Common Stock and Four Million Five Hundred Thousand (4,500,000) shares of Class B Nonvoting Common Stock. The shares of Class A Voting Common Stock and Class B Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Class A Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Class B Nonvoting Common Stock shall have no voting rights upon any matter, except to the extent required by law, and in such event, the shares of Class B Nonvoting Common Stock shall be entitled to one (1) vote per share, and, to the maximum extent permitted by law, shall be in the same voting group as the Class A Voting Common Stock.