

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CHARNISA

I, ~~AMERIGO CHARNISA~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

CLARENDON HOT SPRINGS RANCH, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **3rd** day of **January** 19**72** , original articles of amendment, as provided by Sections **30-146, 30-147, 30-148**

increasing authorized capital stock to: \$250,000.00

and that the said articles of amendment contain the statement of facts required by law, and ~~will be~~ recorded on ~~film~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **January** , A. D., 19**72** .

Secretary of State

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CLARENDON HOT SPRINGS RANCH, INC.

Pursuant to the provisions of the Title 30 of the Idaho Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on December 29, 1971, in the manner prescribed by Idaho Code 30-146:

Article V of the Articles of Incorporation be amended to read as follows:

The amount of the total authorized capital stock of the corporation is \$250,000 divided into 2500 shares of the par value of \$100 each, of which 2000 shares shall be preferred stock and 500 shares shall be common stock. The holders of preferred stock are to receive, and the corporation be bound to pay, an annual dividend of not less than six per cent (6%) before any dividend shall be paid to the holders of the common stock of the corporation. The dividends on the preferred stock shall not be cumulative, and if the net earnings of any year declarable as dividends shall not be sufficient to pay for such year six per cent (6%) upon the preferred stock the same shall not be made up from the profits of any later period. Holders of the preferred stock shall have no right to vote at any regular or special meeting of the stockholders, and shall have no voice in the management of the corporation. Both preferred and common stock shall be nonassessable and the preferred stock shall not participate in the distribution of assets in the event of the dissolution or liquidation of the corporation. The whole of the preferred stock may be redeemed on any dividend day at the option

of the board of directors, upon sixty days' notice by mail to the holders of record of such stock as may be prescribed by the By-Laws or, in the absence of any By-Law upon the subject, by resolution of its board of directors, by paying for each share of the preferred stock \$100 in cash and in addition thereto all unpaid dividends accrued thereon at the date fixed for such redemption.

The following paragraph be added to the Articles of Incorporation as paragraph IX:

All of the directors and stockholders meetings including special meetings, shall be held only in the State of Idaho.

SECOND: The above amendments were adopted on December 29, 1971, at a meeting of the shareholders of Clarendon Hot Springs Ranch, Inc., at which a quorum was present and the amendment was approved by at least a majority of the voting power of all shareholders.

Dated this 29th day of December, 1971.

By Lloyd J. Walker
President

AND A. W. Ensign
Secretary

STATE OF IDAHO, }
County of Blaine. } ss.

On this 29th day of December, 1971, before me, the undersigned, a Notary Public for Idaho, personally appeared LLOYD J. WALKER and A. W. ENSIGN, known to me to be the President and Secretary of the corporation that executed this instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Glenda Roland
Notary Public for Idaho
Residing at Twin Falls, Idaho

HEPWORTH, WALKER
& DEPEW
ATTORNEYS AT LAW
BANK OF IDAHO BUILDING
TWIN FALLS, IDAHO