

# State of Idaho

## Department of State.

### CERTIFICATE OF AMENDMENT OF

CONTROLLED MOTION SYSTEMS, 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 \_\_\_\_\_

CONTROLLED MOTION SYSTEMS, INC.

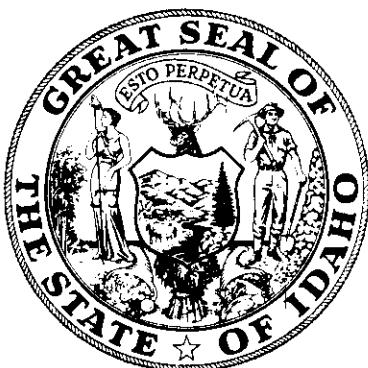
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

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 27, 1983

*Pete T. Cenarrusa*  
SECRETARY OF STATE

Corporation Clerk



Dec 27 8 AM '83  
1983

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
CONTROLLED MOTION SYSTEMS, INC.

Articles of Amendment of the Articles of Incorporation of CONTROLLED MOTION SYSTEMS, INC., are herein executed by said Corporation, pursuant to the provisions of Section 30-1-61 and 30-1-62 of the Idaho Business Corporation Act, as follows:

1. The name of the Corporation is "CONTROLLED MOTION SYSTEMS, INC."

2. The amendments to the Articles of Incorporation of said Corporation are as follows:

The Fourth Article shall be amended to read as follows:

"FOURTH ARTICLE.

1. The total number of shares authorized and which may be issued by this Corporation is two hundred one thousand (201,000) shares, which shall consist of two classes: Class A voting common stock, without par value, and Class B nonvoting common stock, without par value. The Corporation shall be authorized to issue a total of two hundred thousand (200,000) shares of Class A stock and one thousand (1,000) shares of Class B stock.

2. Each share of Class A voting common stock shall be entitled to one (1) vote.

3. The holders of all classes of stock of this Corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the Corporation, and shall not be liable for

assessments to restore impairments in the capital of the Corporation; nor shall stock of this Corporation be liable to assessment for any purpose."

The Sixth Article shall be amended to read as follows:

**"SIXTH ARTICLE.**

1. In furtherance of and not in limitation of the powers conferred by the laws of the state of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Corporation, subject to the power of the shareholders of the Corporation to change or repeal such Bylaws.

2. The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its Directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may become interested as Directors, officers, shareholders, members, or otherwise, as freely as if such adverse interests did not exist, even though vote, action or presence of such Directors, officers or shareholders may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such Director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, or for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the Corporation (but not in the case of shareholders who are not Directors or officers) the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such Director or officer with respect

to all contracts and transactions of that corporation, association, firm or entity.

3. Any contract, transaction, or act of the Corporation or of the Directors or of any officers of the Corporation which shall be ratified by a majority of a quorum of the shareholders of the Corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the Corporation.

4. The Board of Directors of the Corporation is hereby specifically authorized to adopt Bylaws restraining the alienation of the shares of the Corporation and further providing for the purchase or redemption by the Corporation of its shares."

3. The date of the adoption of said amendment by the shareholders of the Corporation is November 28, 1983.

4. The number of shares outstanding of said Corporation is three (3) shares, all of which are entitled to vote.

5. The number of shares voting for and against said amendment, respectively, were as follows:

For Amendment	3 shares
Against Amendment	0 shares

6. The amendment provides for the exchange of issued and outstanding shares of voting common stock, one share of no par value stock for ten (10) shares of Class A no par value stock.

7. The amendment does not effect a change in the amount of stated capital.

CONTROLLED MOTION SYSTEMS, INC.

By Todd B. Wendle  
TODD B. WENDLE, President

By Craig A. Menning  
CRAIG A. MENNING, Secretary

STATE OF Idaho )  
County of Ada ) :ss

On this 28 day of Nov., 1983, before me personally appeared TODD B. WENDLE, to me known to be the President of CONTROLLED MOTION SYSTEMS, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument on behalf of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

Judy L. Corbin  
Notary Public in and for the State  
of Idaho, residing at Boise

STATE OF Idaho )  
County of Ada ) :ss

On this 28 day of Nov., 1983, before me personally appeared CRAIG A. MENNING, to me known to be the Secretary of CONTROLLED MOTION SYSTEMS, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument on behalf of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

Judy L. Corbin  
Notary Public in and for the State  
of Idaho, residing at Boise