

2016 DEC 23 PM 12: 52

FILED AT THE REQUEST OF AND
AFTER FILING RETURN TO:

SECRETARY OF STATE
STATE OF IDAHO

Claire C. Rosston
HOLLAND & HART LLP
PO Box 2527
Boise, ID 83701-2527

ARTICLES OF AMENDMENT

OF

C & P MOTORS, INC.

The undersigned, James A. Cross and Donald Anderson, certify that they are all of the members of the Board of Directors (the "**Directors**") of C & P Motors, Inc., an Idaho corporation (the "**Corporation**"), and further certify that:

1. By action taken by the Directors by unanimous written consent, effective as of December 22, 2016, the Directors of the Corporation duly adopted resolutions declaring the amendment set forth below to the Corporation's Articles of Incorporation (the "**Articles**") to be advisable and called for the approval of the Shareholders of the Corporation (the "**Shareholders**") in accordance with Section 30-29-1003 of the Idaho Business Corporation Act (the "**Act**").

2. By action taken by the Shareholders by unanimous written consent, effective as of December 22, 2016, the Shareholders duly approved the amendment set forth below in accordance with Section 30-29-1003 of the Act.

3. Article Third of the Articles is amended in accordance with Sections 30-30-29-1003 and 30-29-1006 of the Act to read as follows:

THIRD:

a. Authorized Capitalization. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 25,000,000 shares of common stock, consisting of 250,000 shares of Class A Voting Common Stock, no par value, and 24,750,000 shares of Class B Non-Voting Common Stock, no par value.

b. Voting Rights. The holders of shares of Class A Voting Common Stock shall be entitled to one (1) vote per share at each meeting of the Shareholders and on all matters coming before the Shareholders, except as otherwise provided by law. The holders of shares of Class B Non-

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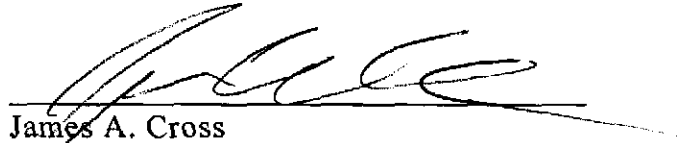
Voting Common Stock shall have no voting rights, except as otherwise provided by law.

C. Distributions; Liquidation. All shares of common stock, whether Class A Voting Common Stock or Class B Non-Voting Common Stock, shall have identical rights to distribution and liquidation proceeds.

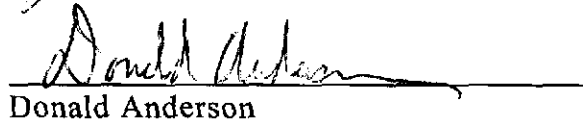
4. Effective on the date and at the time of the filing of these Articles of Amendment, the 127,500 issued shares of the Corporation's common stock shall be converted into 127,500 shares of Class A Voting Common Stock and 12,622,500 shares of Class B Non-Voting Common Stock.

5. Each of the undersigned has signed these Articles of Amendment on the date stated opposite the undersigned's signature.

Date: 12-22-2016


James A. Cross

Date: 12-22-2016


Donald Anderson

BEING ALL OF THE DIRECTORS OF
C & P MOTORS, INC.

IDaho SECRETARY OF STATE

12/23/2016 05:00

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1@ 30.00 = 30.00 AMEND PROF #2

1@ 20.00 = 20.00 EXPEDITE C #3