

**Department of State**

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

**PETE T. CEMARRUSA**

I, ~~ARNOLD WILLIAMS~~, 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

**GLASS GM DIESEL ENGINE CO.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **24th** day of **September** **1968**, original articles of amendment, as provided by Sections **30-146** and **30-147**, Idaho Code, adding Article 9.

and that the said articles of amendment contain the statement of facts required by law, and are to 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 **24th** day of **September**, A. D., 19 **68**.

Secretary of State

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GLASS GM DIESEL ENGINE CO.

Pursuant to the provisions of section 30-147 of the Idaho Code, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

1. The name of the Corporation is GLASS GM DIESEL ENGINE CO.
2. The following amendment of the Articles of Incorporation was adopted by all the shareholders of the Corporation on September 23, 1968, in the manner prescribed by Idaho Code section 30-146(5):

THAT A NEW ARTICLE 9 BE INSERTED AFTER THE PRESENT ARTICLE 8 AND SHALL READ AS FOLLOWS:

"The holders of the stock of this Corporation shall be entitled to sell their shares of stock on the open market subject to the following conditions:

FIRST: Before the stock is offered for sale on the open market, the stock must first be offered to the Corporation at a price not exceeding the fair value of the stock;

SECOND: If the Corporation does not purchase the stock so offered, the stock must be offered to the remaining shareholders at a price not exceeding the fair value of the stock;

THIRD: The Corporation has the right to redeem the stock of a deceased shareholder at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died;

FOURTH: If the Corporation does not redeem the stock of a deceased shareholder, the remaining shareholders shall have the right to purchase the stock at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died.

The shares of this Corporation shall not be subject to assessment for the purpose of paying expenses, conducting the business or paying the debts of this Corporation."

THAT A NEW ARTICLE 10 BE INSERTED AFTER THE NEW ARTICLE 9 AND SHALL READ AS FOLLOWS:

"Every Director and Officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged liable for negligence or misconduct in the matters out of which the liability arises.

The Board of Directors of the Corporation is authorized to make, amend and repeal the Bylaws of the Corporation except those sections of the Bylaws specifically designated by the shareholders as not to be amended or repealed by the Board of Directors."

3. There were 401 shares of the single class of stock outstanding at the time the shareholders of the Corporation adopted the above Amendments to the Articles of Incorporation and the number of shares entitled to vote was 401.
4. The number of shares voted for the above Amendments to the Articles of Incorporation was 401. There were no shares voting against the Amendments.
5. The Amendments to the Articles of Incorporation do not change the stated capital of the Corporation.

DATED: September 23, 1968

STATE OF IDAHO)  
Ada County       ) ss

EARDLEY W. GLASS, JR. and WILLIAM K. ILETT, under oath state:

1. That they are the President and Secretary, respectively, of GLASS GM DIESEL ENGINE CO.; and
2. That on September 23, 1968, all of the shareholders of the Corporation adopted the above Amendments to the Articles of Incorporation, as set out above.

DATED: September 23, 1968


GLASS GM DIESEL ENGINE CO.

by Eardley W. Glass Jr.  
President

and

William K. Ilett  
Secretary

SUBSCRIBED AND SWORN TO BEFORE ME ON September 23, 1968.

  
Notary Public for Idaho  
Residing at Boise, Idaho