

**FILED EFFECTIVE**

**ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
BRIGHTON CORPORATION**

10 OCT 13 AM 9:24

SECRETARY OF STATE  
STATE OF IDAHO

THIS ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF BRIGHTON CORPORATION ("Amendment") is entered into effective as of October 7, 2010 ("Effective Date").

**Recitals**

A. Articles of Incorporation of The Skyline Corporation were filed on May 6, 1968, with the Idaho Secretary of State's office, and amended by that certain Articles of Amendment of Articles of Incorporation filed on September 14, 1992, with the Idaho Secretary of State's office (collectively "Articles"), which Articles amended the corporation's name to "Brighton Corporation" ("Corporation").

B. The undersigned constitute all of the current directors in the Board of Directors of the Corporation ("Board").

C. The Board desires to amend the Articles to update the purposes of the Corporation, change the registered agent and office for the Corporation, to confirm that the number of directors on the Board may vary from time to time, to amend the offices of the Corporation, to provide flexibility for shareholder annual meetings, to add preemptive rights for shareholders, to provide for director and officer liability provisions, and to provide for indemnifications of the directors and officers.

D. The Board has obtained the approval of this Amendment by all the shareholders of the Corporation, as required by Title 30, Idaho Code.

**Amendment**

The Board incorporates the recitals above herein, and hereby amends the Articles as follows:

1. **Purposes and Powers.**

a. Article II(a) of the Articles is hereby amended by deleting it in its entirety and replacing it with the following: "the purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act;"

b. Article II(b) of the Articles is hereby amended by deleting it in its entirety and replacing it with the following: "the powers of the Corporation shall be to have and exercise the statutory general powers specified in Section 30-1-302, Idaho Code, and the emergency powers specified in Section 30-1-303, Idaho Code, as the same now exist or may hereafter be amended and, further, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles;"

**ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION  
FOR BRIGHTON CORPORATION - 1**

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2. Registered Agent and Office. The text of Article IV of the Articles is hereby amended by deleting it in its entirety and replacing it with the following: "The location of the registered office of the Corporation is: 12601 W. Explorer Drive, Suite 200. The registered agent of the Corporation is Amanda K. Schaus. *Amanda K. Schaus*"

3. Pre-emptive Rights of Stock Holders. Article V is hereby amended by adding the following as the last sentence: "There shall be pre-emptive rights entitling the existing Stock Holders to acquire unissued or treasury shares of the Corporation or other securities of the Corporation convertible into such stock or carrying a right to subscribe to or acquire such stock."

4. Board of Directors. The text of Article VII of the Articles is hereby amended by deleting it in its entirety and replacing it with the following:

"Management of this Corporation shall be vested in a Board of Directors consisting of at least three (3) directors. The number of directors on the Board of Directors of the Corporation may increase from time to time as approved by the shareholders for the Corporation, but in no event shall be more than five (5). Upon the unanimous approval by the members of the Board of Directors then duly elected and qualified, the Board of Directors may be dissolved and the business and affairs of the Corporation thereafter managed by such other person or persons designated by the Board of Directors at the time of said dissolution. Such other person or persons empowered by the Board of Directors to manage the Corporation shall have all rights and powers of the Board of Directors as provided in the Idaho Code, these Articles and/or the By-Laws of the Corporation."

5. Officers. The text of Article VIII is hereby amended by deleting it in its entirety and replacing it with the following: "The officers of this Corporation shall be as described in the By-Laws adopted by the Corporation."

6. Board of Directors Authorization. Article IX, subsection (d) is hereby amended by deleting the period at the end and adding the following "or without a meeting as may otherwise be provided in the By-Laws."

7. Stock Holders Meeting. The text of Article X is hereby amended in its entirety and replacing it with the following:

"The annual meeting of the Stock Holders shall be held as provided in the By-Laws of the Corporation. "

8. Elimination of Directors' and Officers Liability and Indemnification. A new Article XVI is hereby added to the Articles as follows:

## **"ARTICLE XVI**

### **Elimination of Liability and Indemnification - Directors and Officers**

**Section 1. Elimination of Directors' and Officers' Liability.** To the fullest extent permitted by the Idaho Code, no Director serving as a member of the Board of Directors of the Corporation, or an officer serving in such officer's corporate capacity for the Corporation, shall have any personal liability to the Corporation or its shareholders for monetary damages for any action taken by, or omission made by, a Director and/or the Board of Directors, and/or by an officer in his or her corporate capacity, provided that this Section shall not eliminate or limit the

liability of a Director or an officer of the Corporation as required by Idaho Code 30-1-202(d) for the following (as may be amended from time to time):

- (a) The amount of a financial benefit received by a director to which he or she is not entitled;
- (b) An intentional infliction of harm on the Corporation or its shareholders;
- (c) A violation of Section 30-1-833, Idaho Code; or
- (d) An intentional violation of criminal law.

**Section 2. Indemnification by Corporation for Directors' and Officers' Liability.**

To the fullest extent permitted by the Idaho Code, the Corporation shall indemnify, defend, and hold harmless a Director for any action taken by, or omission made by, a Director and/or the Board of Directors, and an officer for any action taken by, or omission made by, such officer in his or her capacity as an officer in the Corporation, provided that this Section shall not provide indemnification as required by Idaho Code 30-1-202(e) for the following (as may be amended from time to time):

- (a) Receipt of a financial benefit to which he or she is not entitled;
- (b) An intentional infliction of harm on the Corporation or its shareholders;
- (c) A violation of Section 30-1-833, Idaho Code; or
- (d) An intentional violation of criminal law.

**Section 3. Reasonable Expenses.** Indemnification by the Corporation as provided in this Article shall include reasonable expenses incurred by a Director or an officer in the defense of any proceeding to which such Director or officer is or was a party because of his or her position as a Director or officer, in which such Director or officer is wholly successful, on the merits or otherwise. The Corporation may advance expenses to a Director and/or officer (with the same procedure as for a Director) as provided by the Idaho Code from time to time."

9. **Miscellaneous.** Any capitalized terms not defined herein shall have the same meaning as in the Articles. In the event of a conflict between the terms of this Amendment and the Articles, this Amendment shall control.

[End of Text]

DATED EFFECTIVE as of the Effective Date, undersigned directors of the Board of Directors of the Corporation do hereby adopt and incorporate this Amendment as part of the Articles of the Corporation.


**BOARD OF DIRECTORS OF THE CORPORATION:**

  
\_\_\_\_\_  
David W. Turnbull

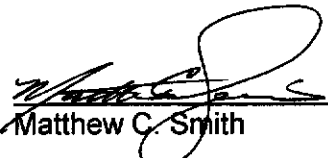
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Thomas W. Tomlinson

Date: \_\_\_\_\_

  
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Peter Oliver

Date: 10-7-10

  
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Matthew C. Smith

Date: 10-7-10

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