

Filed at the Request of:

*Neal A. Koskella
Givens Pursley LLP
601 W. Bannock Street
Boise, ID 83702*

STATE OF IDAHO
STATEMENT OF MERGER
PURSUANT TO PART 2 OF THE
IDAHO MODEL ENTITY TRANSACTIONS ACT
(IDAHO CODE §§ 30-22-201 THROUGH 30-22-206)

1. The name, jurisdiction of formation, and type of entity of the merging entity that is not the surviving entity are: Brundage Mountain Company, an Idaho corporation (the "Merging Entity").
2. The name, jurisdiction of formation, and type of entity of the surviving entity are: Brown's Industries, Inc., an Idaho corporation (the "Surviving Entity").
3. The merger was approved by the Merging Entity and the Surviving Entity in accordance with Part 2 of the Idaho Model Entity Transactions Act, Idaho Code §§ 30-22-201 through 30-22-206.
4. The Amended and Restated Articles of Incorporation of the Surviving Entity attached hereto as Exhibit A and filed with the Idaho Secretary of State shall be the Amended and Restated Articles of Incorporation of the Surviving Entity at and after the Effective Date.
5. This Statement of Merger is effective on April 1, 2022 (the "Effective Date").

The Merging Entity and the Surviving Entity have executed this Statement of Merger on the date set forth opposite each party's signature to be effective on the Effective Date.

Brundage Mountain Company, an Idaho corporation

Date Signed: 3/31/2022

DocuSigned by:
Michael J. DeBoer
4EF4910984E7489...
Michael J. DeBoer, President

Brown's Industries, Inc., an Idaho corporation

Date Signed: 3/31/2022

DocuSigned by:
Gary Blaylock
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Gary Blaylock, President

Exhibit A

Amended and Restated Articles of Incorporation

(Attached)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BROWN'S INDUSTRIES, INC.**

The undersigned, acting in the capacity indicated below and on behalf of Brown's Industries, Inc., an Idaho corporation (the "Corporation"), hereby certifies that, pursuant to the Idaho Business Corporation Act, Chapter 29, Title 30, Idaho Code (the "Act"), the following Amended and Restated Articles of Incorporation ("Articles") were duly adopted by the Board of Directors and shareholders of the Corporation effective April 1, 2022. In accordance with the Act, these Articles replace and supersede, in its entirety, the Articles of Incorporation of the Corporation and all amendments thereto, including, without limitation those certain Articles of Incorporation of Brown's Industries, Inc. dated February 21, 1955, as amended from time to time.

**ARTICLE 1
NAME**

The name of the corporation is "Brown's Industries, Inc."

**ARTICLE 2
DURATION**

The Corporation shall have a perpetual duration.

**ARTICLE 3
PURPOSES**

The Corporation is organized and shall be operated for the purpose of engaging in any lawful business.

**ARTICLE 4
AUTHORIZED SHARES, RESTRICTIONS, AND LIMITATIONS**

The Corporation is authorized to issue one million five hundred thousand (1,500,000) shares of Corporation common stock, with a par value of one cent (\$.01) per share. Subject to applicable laws, none of the Corporation's shares of stock shall be subject to assessment.

**ARTICLE 5
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is Givens Pursley Corporate Services LLC, 601 W. Bannock St., Boise, Idaho 83702.

ARTICLE 6 MAILING ADDRESS

The mailing address of the Corporation is: P.O. Box 1225, Eagle, Idaho 83616.

ARTICLE 7 BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the Corporation managed under the direction of, its Board of Directors (the "Board"). The number of directors constituting the Board shall be determined in the manner provided by the Corporation's bylaws (the "Bylaws"). Except as otherwise provided herein, the powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws.

ARTICLE 8 DIRECTOR AND OFFICER LIABILITY LIMITATIONS

No director or officer shall have any personal liability to the Corporation for monetary damages for conduct as a director or officer except to the extent such person shall have been grossly negligent or engaged in willful misconduct in the performance of such person's duties or engaged in conduct where the person had reasonable cause to believe that such conduct was unlawful, or to the extent such elimination of liability is not otherwise permitted under the Act. Any repeal or modification of this Article 8 shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.


ARTICLE 9 INDEMNIFICATION

The Corporation shall indemnify each person who is or was a director, officer, employee, or other agent of the Corporation, or of any other corporation which such person is serving, or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee, or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee, or other agent of the Corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as, such director, officer, employee, or other agent, whether or not such person continues to be such director, officer, employee, or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such person shall have been grossly negligent, or shall have engaged in willful misconduct in the performance of such person's duties, or shall have had reasonable cause to believe that such person's conduct was unlawful.

**ARTICLE 10
AMENDMENT**

Subject to applicable laws, these Articles may be amended or repealed, and new articles adopted, at a meeting, by the affirmative vote of shareholders holding a majority of all the issued and outstanding common stock of the Corporation entitled, either upon recommendation by the Board or upon consideration of a resolution adopted by shareholders holding at least ten percent (10%) of all the issued and outstanding common stock of the Corporation.

Dated: April 1, 2022

DocuSigned by:

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Gary Blaylock, President