

FILED EFFECTIVE

2015 NOV 12 AM 9:27

**SECRETARY OF STATE
STATE OF IDAHO**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

BRIGHTON STUDIO Idaho Inc

KNOW ALL MEN BY THESE PRESENTS: That we, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this Corporation is Brighton Studio Inc.

II.

The period of existence and duration of the life of this Corporation shall be perpetual.

III.

The registered office of the Corporation is 12601 W. Explorer Drive, Ste. 200, Boise, ID 83713, and its registered agent at that address is Amanda McCurry.

IV.

The purposes for which this Corporation is organized are as follows: to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The aggregate number of shares the Corporation is authorized to issue shall be Ten Thousand (10,000), all of which shall be common voting stock without par value.

VI.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of Directors constituting the initial Board of Directors shall be three (3) Directors, but during their term of office, or thereafter, the number of Directors may be increased or decreased from time to time as may be provided in the Bylaws; provided, however, that the number of Directors constituting the Board shall not be less than one (1) nor more than five (5).

C207573

The following persons are named Directors of this Corporation to serve until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
David W. Turnbull	12601 W. Explorer Drive, Ste. 200, Boise, ID 83713
Thomas W. Tomlinson	3652 Monte Real, Escondido, California 92029
Lars D. Hansen	12601 W. Explorer Drive, Ste. 200, Boise, ID 83713

VII.

The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Amanda McCurry	12601 W. Explorer Drive, Ste. 200, Boise, ID 83713

VIII.

All or any meetings of the shareholders or of the Board of Directors may be held within or outside the State of Idaho.

IX.

The Corporation shall indemnify the Directors and Officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

X.

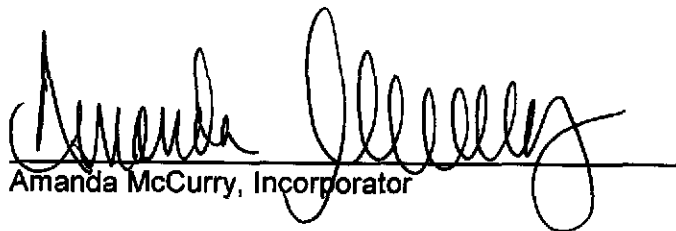
To the fullest extent permitted by the Idaho Business Corporation Act, as it now exists or may hereafter be amended, a Director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Business Corporation Act as the same exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

XI.

The power to repeal and amend the Bylaws and adopt new Bylaws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by such vote of said

directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed duplicate originals of these Articles of Incorporation this 10th day of November, 2015.


Amanda McCurry, Incorporator

IDAHO SECRETARY OF STATE
11/12/2015 05:00
CK:1437 CT:225977 BH:1500063
1@ 30.00 = 30.00 AMEND PROF #2