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WILLIAM W. RAY

1920-1987

ARTHUR RAWLINS

1883-1962

O. E. HENDERSON

1906-1966

December 15, 1971

Mr. Clayton R. Williams
Williams Equipment & Controls Co.
48 Richards Street
Salt Lake City, Utah

Dear Clayton:

Enclosed are three copies of proposed Articles of Amendment to the Articles of Incorporation of your corporation. The principal changes in fact, are to eliminate the requirement that directors must be stockholders and that the officers must be members of the Board of Directors. Both, of course, can continue to be your practice to the extent you wish to follow it, but would no longer be required by the Articles of Incorporation. Also, much of the language in Article VIII is eliminated entirely, not in order to make any substantive changes in the provisions, but because the same provisions apply by operation of the present corporate laws and need not be stated in the Articles of Incorporation.

The second change is to provide for an annual meeting to be held during the month of January, at a time and place and date specified by the Board of Directors. Again some of the verbiage which is already required by law anyway, is eliminated from the statements in the Articles.

To accomplish these amendments, you and Richard should sign all three copies of the Articles of Amendment which are enclosed and the notarization at the end of the Articles should be completed by a Notary Public. If none is convenient to you, I would be glad to notarize when you return the documents to me. Two copies of the Articles of Amendment should be returned to me and both will be filed and one will come back to you with the certificate from the Secretary of State's office. The enclosed Consent form should also be signed by all of the stockholders and Directors, but this is simply for your corporate records