

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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 original of the articles of incorporation of

GEMCO HARVESTER, INC.

was filed in the office of the Secretary of State on the 25th day of March A.D. One Thousand Nine Hundred Fifty-five and duly recorded on Film No. 89 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

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

25th day of March,

A.D., 19 55 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

GEMCO HARVESTER, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

I

The name of this corporation shall be:

GEMCO HARVESTER, INC.

II

The term of existence of this corporation shall be perpetual.

III

The registered office of this corporation in the State of Idaho, shall be located in Boise, County of Ada, State of Idaho, and the post office address of such registered office shall be Boise, Idaho.

IV

The amount of the total authorized stock of this corporation shall be divided into one thousand shares, which shall be common stock, and which shall be issued without nominal or par value. The shares of stock without nominal or par value may be issued and sold from time to time by the corporation for such consideration and upon such terms as may from time to time be fixed by the Board of Directors, without action by the shareholders. Such units shall be non-assessable and shall have equal voting rights and other powers.

V

The Board of Directors of this corporation shall consist of at least three and not more than seven members, and all of the powers of this corporation are hereby conferred upon such directors insofar as such powers may lawfully be vested in, and exercised by such a Board.

VI

This corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now provided, or which may hereinafter be provided by law, and all rights, privileges and powers by the Articles are so conferred, subject to this reservation.

VII

This corporation proposes to engage in and carry on and shall have the power to engage in and carry on certain businesses and enterprises and shall have and exercise certain powers and rights as follows:

(1) To manufacture and sell, and to acquire property for the purpose of carrying on the business of manufacturing and selling, in any or all the states and territories of the United States, and in foreign countries, plows, cultivators, harrows, hay rakes, corn planters, corn shellers, cotton planters, wagons and other vehicles, harnesses and whips, and any and all other kinds of agricultural machinery, implements and tools, and any and all other articles pertaining to agriculture.

To purchase, sell, and in general to deal in, implements, machinery, vehicles, and any and all articles pertaining to agriculture, in any or all of the states and territories of the United States and in foreign countries, and to acquire property for the purpose of carrying on such business.

To manufacture and produce, and to acquire property for the manufacturing and producing, and to otherwise acquire and generally deal in, ores, metals, timber, lumber and other materials and products which may be used in, or in connection with, the manufacture of machinery, implements, tools, vehicles, harness and other articles pertaining to agriculture.

(2) To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored and deposited with it, and to have and receive all the rights and emoluments thereto belonging.

(3) To plan, build and equip modern and efficient apartment houses and generally to do all things as are usually done in carrying on a contracting building or real estate business.

(4) To carry on a general hardware business, including the purchase and sale of all kinds of hardware at wholesale and retail and to lease, buy, hold and sell all such property, real or personal as may be necessary to the prosecution of the said business.

(5) To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contract or obligations of any kind of any corporation, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of

any such real and/or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contract or obligations, to receive, collect and dispose of any interest, dividends and income arising from such property and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

To aid either by loans or by guaranty or security or in any other manner, any corporation, domestic or foreign, any shares of stock, or bonds, debentures, evidences of indebtedness or other securities thereof, held by this corporation, or in which it shall have any interest and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation, or in which it at that time may be interested.

To enter into, make, perform and carry out contracts of any kind for any lawful purpose with any persons, firms, associations or corporations.

To purchase, acquire, lease, own, and enjoy any and all such property real and personal as may be reasonable and necessary for the carrying on of the business of the corporation.

(6) To acquire by purchase, subscription, or otherwise, and to hold as investment, any bonds or other securities or evidences of indebtedness or any shares of capital stock created or issued by any other corporation or corporations, association or associations of the State of Idaho, or any other state, territory or country.

To purchase hold, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any corporation or corporations, association or associations of the State of Idaho, or of any other state, territory or country, and while owner thereof to exercise all the rights, powers, and privileges of ownership.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations, of the State of Idaho, or any other state, territory or country; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To aid in any manner any corporation or association of which any bonds or other securities or evidences of indebtedness or stock are held by the corporation; and to preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

To acquire, own and hold such real and personal property as may be necessary or convenient for the transaction of its business.

The business or purpose of the corporation from time to time is to do any one or more of the acts and things herein set forth.

The corporation shall have power to conduct its business in other states and in foreign countries, and to hold, purchase, mortgage and convey real and personal property out of this State.

(7) To purchase the good will, business and other property of any individual, firm or corporation, as a going concern, and to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein. To construct, equip and maintain buildings, work, factories and plants. To install, maintain and operate all kinds of machinery and appliances; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

(8) To do each and all things set forth to the same extent and as fully as natural persons might or could do in the State of Idaho, or in any other State or place.

(9) In furtherance, and not in limitation of the powers hereinbefore conferred upon this corporation, such corporation shall be further empowered to do all and singular any of these things; to perform any act and to engage in any enterprise, or transaction which may be necessary, suitable or convenient in the exercise of any power or right herein provided for said corporation or conferred upon it by the laws of the State of Idaho, or by the principals of the common law.

(10) -- Mercantile Business --

(a) To carry on a general mercantile or merchandising business and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store.

(b) To buy, sell, barter, exchange, and deal generally in all classes of goods, wares, merchandise and articles of trade, including dry goods, groceries, hats, caps, boots, shoes, clothing, hardware, farm machinery, farm products, farm stock, lumber, shingles and all other articles of trade, barter or exchange; to lease, buy and otherwise acquire real estate, and to lease, sell and dispose of the same; and to do all other thing subsidiary.

(11) -- Mercantile Agency --

(a) To establish, maintain, and conduct a general mercantile agency, to carry on every branch of the business usually transacted in connection therewith, including the obtaining and acquiring by purchase, or in any other lawful manner information, statistics, facts and circumstances of, relating to, or affecting the business, capital, debt, solvency, credit, responsibility and com-

mercial condition and standing of any and all individuals, firms, associations and corporations engaged in or connected with any business, occupation, industry, or employment in any part of the civilized world, and particularly in and throughout the United States of America and Canada, and to dispose of, sell, loan, pledge, hire and use in any and all lawful ways the information, statistics and facts and circumstances so obtained and acquired; also to establish and conduct a general collection business for recovery, enforcement and collection of accounts, bills, debts, dues, demands and obligations and claims of all kinds; also to establish and conduct a general business of making and issuing contracts to secure the faithful performance of any mercantile or commercial contract or agreement, for prompt payment of any debt or obligation due by, under or arising from or out of any mercantile or commercial transaction; also to acquire by purchase or otherwise and to establish and conduct a general printing, publishing, bookbinding and advertising business, and to prepare and distribute newspapers, books, pamphlets, directories, catalogues, reports, ratings, digests, lists and other printed matter of interest or use to merchants, traders, bankers and lawyers.

VIII

The amount of capital stock actually subscribed is three shares, which have been subscribed at their par value, and the following are the names and place of residence of each of the incorporators who have subscribed to said stock:

| NAME | ADDRESS | NO. OF SHARES |
|---------------------|---------------------------------|---------------|
| Jack W. McCollum | 1102 Mercer St. Boise, Idaho | 1 |
| Nadine May McCollum | 1102 Mercer St. Boise, Idaho | 1 |
| W. S. McCollum | 1102 Mercer St. Boise, Idaho | 1 |

IN WITNESS WHEREOF, We have hereunto set our hands and seals to this instrument, which was executed in triplicate, this 25 day of March, 1955.

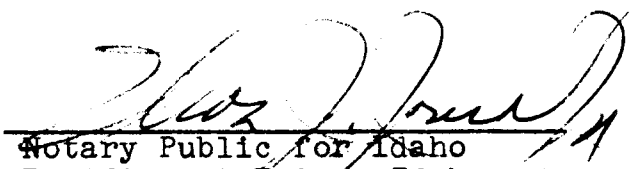
Jack W. McCollum
Nadine May McCollum
W. S. McCollum

STATE OF IDAHO)

County of Ada)

ss

On this 22 day of March, 1955, before me, the undersigned, a Notary Public in and for said State, personally appeared Jack W. McCollum, Nadine May McCollum, and W. S. McCollum, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.


Notary Public for Idaho

Residing at Boise, Idaho