

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

BEDDES FARM CENTER, INC.

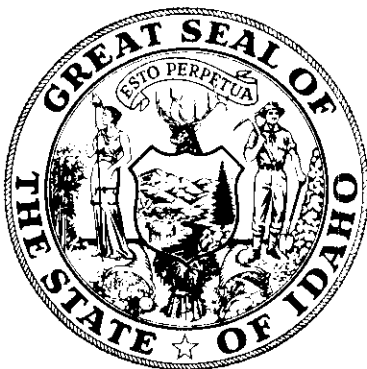
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BEDDES FARM CENTER, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 16, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Yursa*

ARTICLES OF INCORPORATION

OF

BEDDES FARM CENTER, INC.

ARTICLE I. NAME. The name of the corporation is
BEDDES FARM CENTER, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.
The principal office of the Corporation in the State of Idaho
is at Rt #1, Box 1M, St. Anthony, Idaho 83445 The registered
agent LeRoy Beddes, Rt #1, Box 1M, St. Anthony, Idaho 83445

ARTICLE III. DURATION. The Corporation shall have
perpetual existence.

ARTICLE IV. PURPOSES. The purpose for which this
Corporation is organized are:

- (a) To engage in the manufacture, distribution, buying,
selling, or reselling farm implements, trucks, and trailers, and other equipment
or vehicles
- (b) To undertake, conduct, assist, promote, and engage
in research and developmental work in connection with such
manufacture, distribution, and sale; of said equipment and vehicles.
- (c) To carry on any other business as the Board of
Directors deem necessary, convenient, or desirable, that may
be carried on under the General Business Corporation Act of
the Idaho code, and to do all other things incidental thereto
which are not forbidden by law or by these Articles of Incorporation.

ARTICLE V. POWERS. The Corporation may exercise any
powers, without limitation whatsoever, which a corporation may
legally exercise under the General Business Corporation Act
under which this Corporation is formed. In addition, the Corpor-
ation shall have the following specific powers:

- (a) To elect or appoint officers and agents of the
Corporation and to fix their compensation;
- (b) To act as an agent for any individual, association,
partnership, corporation or other legal entity;
- (c) To receive, acquire, hold, exercise rights arising
out of the ownership or possession thereof, sell, or otherwise
dispose of, shares or other interests in, or obligations of,
individuals, associations, partnerships, corporations, or govern-
ments;

(d) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation, but such shares may only be purchased, directly or indirectly, out of earned surplus.

(e) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

ARTICLE VI. CAPITAL STOCK.

Section 1. Authorized Shares. (a) The total number of shares which this Corporation is authorized to issue is twenty thousand (20,000) shares of Common Stock of one Dollar (\$1.00) par value, and eighty thousand (80,000) shares of Preferred Stock of one Dollar (\$1.00) par value.

(b) The Preferred Stock may be issued from time to time but all shares shall be identical except as to the date from which the dividends thereon shall be cumulative.

Section 2. Dividends. (a) Dividends of six cents (\$.06) per share annually will be payable on the Preferred Stock, in quarterly installments, out of unreserved earned surplus before any dividends shall be payable on any other class of stock, and before any sums shall be set aside for the redemption or purchase for retirement of the whole or any part of the Preferred Stock.

(b) Dividends are payable on the Common Stock, when and as declared, out of the unreserved earned surplus remaining after payment of the dividends on the Preferred Stock. Dividends on the Preferred Stock, up to and including the current quarterly dividend period for such Preferred Stock, which have not been paid, or which have been declared and a sum set aside for payment.

Section 3. Redemption. (a) The Corporation may, at the option of the Board of Directors, redeem all or any part of the outstanding Preferred Stock.

(b) Such redemption may take place at any time, as determined by resolution of the Board of Directors.

(c) The redemption price shall be Fifteen Dollars (\$15.00) per share plus dividends accrued thereon.

(d) Notice of redemption shall be mailed at least thirty (30) days and not more than sixty (60) days prior to such redemption to holders of record of the stock to be redeemed at their addresses as they shall appear on the books of the Corporation.

Such notice shall contain the date and price of redemption, the manner in which redemption is to be effected, and the effect of such redemption on the rights of stockholders who fail to present their shares for redemption.

(e) If notice of redemption shall have been given as provided in Section 3(d) above, and if, on or before the redemption date stated in the notice, the funds necessary for such redemption shall have been set aside, then from and after the designated redemption date, all rights with respect to such Preferred Stock, including, but not limited to, the right to receive dividends and to vote at corporate meetings, shall cease, except only the right to receive payment for the shares called for redemption but without interest.

(f) The Board of Directors shall determine by resolution whether the Preferred Stock so redeemed shall be cancelled and retired or whether such stock may, from time to time, and in the discretion of the Board, be reissued.

(g) The Board of Directors shall have the power, to the extent permitting by law, to determine the sources of the funds to be used for redeeming such stock. However, the Corporation shall not exercise its right to redeem if the Corporation is insolvent or would become insolvent as a result of such redemption.

Section 4. Liquidation. (a) In the event of the voluntary liquidation, dissolution or other termination of the Corporation, the holders of shares of the Preferred Stock shall be entitled only to cash payment of one plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared. Such payment shall be made before any payment or distribution is made to the holders of the Common Stock of the Corporation.

(b) In the event of the involuntary liquidation, dissolution or other termination of the Corporation, the holders of the shares of the Preferred Stock shall be entitled only to cash payment of the par value of their shares, plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared. Such payment shall be made before any distribution is made to the holders of the Common Stock of the Corporation.

Section 5. Voting rights of stockholders. (a) Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of

directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

(b) The holders of the Preferred Stock shall have no voting rights except as required by law, provided:

(i) Whenever the dividends on the Preferred Stock, at the time of any annual meeting, shall be in arrears to the amount of eighty (80) quarterly dividends, then at such annual meeting and at all annual meetings thereafter, and at any meeting called for the election of directors, until such time as the dividends on the Preferred Stock are no longer in arrears, the holders of the Preferred Stock shall be entitled to elect four (4) directors and the holders of the Common Stock shall be entitled to elect only three (3) directors.

Such directors shall serve until the next annual meeting. At elections for such directors, each holder of Preferred Stock shall have as many votes as the number of shares of Preferred Stock owned by him multiplied by the number of directors to be elected by the holders of the Preferred Stock. These votes may be divided among the total number of directors to be elected by the holders of Preferred Stock, or distributed among any lesser number of such directors, in such proportion as the holder may desire.

(ii) The holders of the Preferred Stock shall be entitled to vote, with one vote per share, and the affirmative vote of two-thirds of the outstanding Preferred Stock shall be required, to approve any amendment to the Articles of Incorporation, which would affect the rights or preferences of such Preferred Stock.

(iii) The holders of the Preferred Stock shall be entitled to vote with the holders of the Common Stock, voting together as one class, and an affirmative vote of two-thirds of the total shares shall be required, to approve: (1) any amendment to the Articles of Incorporation which does not affect the rights or preferences of the Preferred Stock; (2) the merger or consolidation of the Corporation with another corporation; (3) the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the Corporation's property; and (4) the voluntary dissolution of the Corporation.

Section 6. Consideration for shares. Both the Common Stock and the Preferred Stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgement of the Directors as to the value of any property or services received in full or partial payment of the consideration fixed by the Board of Directors,

such shares shall be taken to be fully paid stock and shall be non-assessable.

Section 7. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holders of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 8. Stock rights and options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgement of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE VII. COMMENCEMENT OF BUSINESS. The minimum amount of capital with which the Corporation will commence business is one thousand dollars (\$1,000.00).

ARTICLE VIII. MANAGEMENT. For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

Section 1. Size of board. The number of directors shall be as specified in the By-Laws of the Corporation, except as provided in Article VI, Section 5(b), of these Articles, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than three (3). Directors need not be stockholders.

Section 2. Initial Board of Directors. The initial Board of Directors who shall serve until the next year's election and their addresses are:

LeRoy Beddes	Route 1, Box 1M	St. Anthony, Idaho 83445
Vivian Beddes	Route 1, Box 1M	St. Anthony, Idaho 83445
David Beddes	Route 1, Box 124	St. Anthony, Idaho 83445

Section 2A. Powers of board. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the Stockholders of the Corporations;

(c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board.

(h) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;

(i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the Corporation.

Section 3. Interested directors. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification "of" the stockholders.

ARTICLE IX. PLACE OF MEETING; CORPORATE BOOKS. Subject to the laws of the State of Idaho the stockholders and the Directors shall have power to hold their meetings, and the Directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Idaho, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

ARTICLE X. AMENDMENT OF ARTICLES. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

IN WITNESS WHEREOF have hereunto set their hands this 10th
day of December, 1981.

Le Roy Beddes

Vivian Beddes

STATE OF IDAHO,)
County of Fremont)

On this 10th day of December 1981, before me, the
undersigned Notary Public in and for the State of Idaho, personally
appeared LE ROY and VIVIAN BEDDES, known to me to be the persons
whose names are subscribed to the within instrument, and acknowledged
to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed
by official seal the day and year in this certificate first above
written.

Ronald K. Elding
Ronald K. Elding
Notary Public for Idaho
Residing at: Rexburg, Idaho
My Commission Expires: Life